

Ref No. : AAL/BSE/NSE/2018-19

Date: 2nd March, 2019

The Manager  
 Listing Department  
 The BSE Limited,  
 Phiroze Jee Jee Bhoy Towers,  
 Dalal Street, Mumbai - 400001

Scrip code: 520077

The Secretary,  
 The National Stock Exchange of India  
 Limited,  
 "Exchange Plaza", 5th Floor,  
 Plot No. C/1, G-Block, Bandra - Kurla  
 Complex, Bandra (E), Mumbai-400051

Scrip code: AMTEKAUTO

**SUBJECT: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-18 UNDER  
 REGULATION 34 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)  
 REGULATIONS, 2015**

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed here with the Annual Report of the Company for the Financial Year 2017-18, duly approved and adopted by the members of the Company in the 32<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, the 27<sup>th</sup> Day of February, 2019 at 10:30 A.M. at Plot No.16, Industrial Area, Rozka Meo, P.O.Sohna, Gurgaon 122003.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For Amtek Auto Limited

  
**Rajeev Raj Kumar**  
 (Company Secretary)

(Issued with the approval of Resolution Professional)

Enclosed:

### 1. Annual Report 2017-18

Amtek Auto Limited  
 3, L.S.C., Pamposh Enclave,  
 Greater Kailash-I, New Delhi - 110 048  
 Phone: +91 11 42344444, Fax: +91 11 42344400  
 E-mail: info@amtek.com, Website: www.amtek.com  
 CIN : L27230HR1988PLC030333

Regd. Office:  
 16, Industrial Estate, Rozka Meo,  
 Sohna, Distt, Gurgaon (Haryana) 122 103 India  
 Phone: +91-124-2362456, 2362140, Fax. +91-124-2362454  
 E-mail: aal.soh@amtek.com, Website: www.amtek.com

**32nd  
ANNUAL  
REPORT  
*2017 - 2018***



**AMTEK**  
DRIVEN BY EXCELLENCE

**AMTEK AUTO LIMITED**



# AMTEK AUTO LIMITED

COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS

## 32nd ANNUAL REPORT 2017 – 2018

CIN: L27230HR1988PLC030333

### Board Of Directors

Mr. Arvind Dham  
Mr. M.K. Gupta  
Mr. Rajeev Kumar Thakur  
Mr. Sanjay Chhabra

*Chairman & Director*  
*Nominee Director*  
*Independent Director*  
*Independent Director*

#### Resolution Professional

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

#### Chief Financial Officer

Mr. Vinod Uppal

#### Company Secretary

Mr. Rajeev Raj Kumar

#### Statutory Auditors

M/s SCV & Co. LLP  
*Chartered Accountants*

#### Secretarial Auditor

M/s S.N. Jain & Co  
*Company Secretaries*

#### Regd. Office

Plot No. 16, Industrial Estate,  
Rozka-Meo (Sohna), Distt. Mewat  
Haryana - 122103  
Ph.: 0124-2362140  
Tel/Fax: 0124-662454  
e-mail:  
investors.relation@amtekauto.com

#### Corporate Office

3, Local Shopping Centre,  
Pamposh Enclave, G.K.-I,  
New Delhi-110 048  
Ph. : 011-42344444  
Fax : 011-42344400  
e-mail: info@amtek.com  
web: <http://www.amtek.com>

#### CIN No.

L27230HR1988PLC030333

#### Bankers

Corporation Bank  
Andhra Bank  
Indian Overseas Bank  
IDBI Bank

#### Registrar & Share Transfer Agent

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

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF AMTEK AUTO LIMITED WILL BE HELD ON WEDNESDAY, FEBRUARY 27, 2019 AT 10.30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.-16, INDUSTRIAL ESTATE, ROZKA-MEO, SOHNA, MEWAT, HARYANA -122 103, TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:-

Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 in terms of order passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench with effect from 24.07.2017 which has been approved by NCLT Chandigarh on 25<sup>th</sup> July 2018 ending the Corporate Insolvency Resolution Process on NCLT approval order date. Its affairs, business, and assets are being managed by the Insolvency Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27 July 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22 August 2017 under provisions of the code and currently working in capacity of Insolvency Professional with the directions of Monitoring Committee from 25<sup>th</sup> July 2018 after the NCLT approval order received. In view thereof, the meeting is being convened by the Insolvency Professional.

#### 1. TO RECEIVE , CONSIDER AND ADOPT:-

- (A) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND
- (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 AND THE REPORT OF THE AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION(S):

### SPECIAL BUSINESS:-

#### 2. RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19 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 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 2018-19, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** the Insolvency Professional/Board of Directors 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 Monitoring Committee of the Company, if required."

#### 3. TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS AND 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 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 2018-19 up to the maximum per annum amounts as appended below: -

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2018-19						
(in crores)						
Name of the Company	Name of Interested Director	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 Consul- tancy Fees	Leasing of Property
NAME OF RELATED PARTY						
Subsidiaries						
JMT Auto Limited	Mr. Gautam Malhotra	300	50	-	-	-
Amtek Transportation Systems Ltd.	-	-	-	-	-	-
Alliance Hydro Power Ltd.	-	200	200	-	-	-
Metalyst Forgings Limited	The Company is under Corporate Insolvency Resolution Process	400	400	-	-	-
Joint Venture's						
Amtek Powetrain Limited	-	50	-	-	-	300
SMI Amtek Crankshafts Pvt. Ltd.	-	300	200	-	-	-
Associates						
Castex Technologies Limited	The Company is under Corporate Insolvency Resolution Process	200	300	100	-	300
ACIL Ltd.	The Company is under Corporate Insolvency Resolution Process	200	25	-	-	300
ARGL Ltd.	The Company is under Corporate Insolvency Resolution Process	200	25	-	-	300
Blaze Spare Parts (P) Limited	-	10	10	-	-	-
Gagandeep Steel & Alloys (P) ltd.	-	10	10	-	-	-
Aaron Steel & Alloys (P) Ltd.	-	10	10	-	-	-
Neelmani Engine Components (P) Ltd	-	10	10	-	-	-
Domain Steel & Alloys (P) Ltd.	-	10	10	-	-	-
TOTAL		1900	1250	100	-	1200

Any related party transaction to be entered in the financial year 2018-19 which is during the Corporate Insolvency Resolution Process will be subject to the approval of the Committee of Creditors/ Monitoring Committee in terms of Section 28 of the Insolvency & Bankruptcy Code, 2016 and subject to examination of any undervalued transaction under Section 45.

**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."

**For Amtek Auto Limited**

**Rajeev Raj Kumar**  
(Company Secretary)

(Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 from 24<sup>th</sup> July 2017 to 25<sup>th</sup> July 2018 and currently run by Insolvency Professional with the directions from Monitoring Committee after NCLT approval order dated 25<sup>th</sup> July 2018. Its affairs, business and assets are being managed by the Insolvency Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27 July 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22 August 2017 under provisions of the code and currently working in capacity of Insolvency Professional with the directions of Monitoring Committee from 25<sup>th</sup> July 2018 after the order passed by the NCLT approval order received.)

**Date : 22/01/2019**  
**Place : New Delhi**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No. 2 & 3 above, is annexed hereto.
2. **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.**
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. Pursuant to the provisions of Section 125 of the Companies Act, 2013, unclaimed final dividend for the financial year 2010-11 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 2010-2011, 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,  
**AMTEK AUTO LIMITED,**  
3, Local Shopping Complex,  
Pamposh Enclave, Greater Kailash- 1,  
New Delhi -110048Kindly 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](http://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 25/01/2019.
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 ('DP') only and not to the Company's Registrars and 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
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **25<sup>th</sup>, February 2019 to 27<sup>th</sup> February, 2019 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Section 91 of the 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 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.

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 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 member is a Corporate Member.
12. 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.
13. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company's registered office at least 7 days before the Annual General Meeting, so that the same can be suitably replied to.
14. 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.
15. The Voting through an electronic means will commence on Sunday, 24.02.2019 (from 09:00 A.M IST) and will end on Tuesday, 26.02.2019 at (5:00 P.M. IST). The members will not be able to cast their votes electronically beyond the date and time as mentioned.
16. The Company has appointed **M/s. S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297)** to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
17. 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 paper.
18. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 on December 3, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization on or before April 01, 2019.**
19. **SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018, 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 **Sunday, 24.02.2019 (from 09:00 A.M IST) and will end on Tuesday, 26.02.2019 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 **Sunday, 24.02.2019 (from 09:00 A.M IST) and will end on Tuesday, 26.02.2019 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 20.02.2019 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](http://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 demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (h) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- (i) After entering these 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 **<Amtek Auto Limited>** 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 demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (s) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (t) **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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details by custodian 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.
  - In case of Non-Individual Shareholders, admin user also would be able to link the accounts.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (u) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call **1800225533**.
- (v) All grievances connected with the facility for voting by electronic means may be addressed to **Mr. Rakesh Dalvi, Deputy Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.,** or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call **1800225533**.

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 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.

**For Amtek Auto Limited**

**Rajeev Raj Kumar**  
(Company Secretary)

(Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 from 24<sup>th</sup> July 2017 to 25<sup>th</sup> July 2018 and currently run by Insolvency Professional with the directions from Monitoring Committee after NCLT approval order dated 25<sup>th</sup> July 2018. Its affairs, business and assets are being managed by the Insolvency Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27 July 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22 August 2017 under provisions of the code and currently working in capacity of Insolvency Professional with the directions of Monitoring Committee from 25<sup>th</sup> July 2018 after the NCLT approval order received.)

**Date : 22/01/2019**  
**Place : New Delhi**

## **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**

The Board Insolvency Professional 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 period 2018-19 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 shareholders 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 for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

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.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval of the members of the Company.

#### **ITEM NO. 3**

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with 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 and subsequently the Shareholders 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 Regulations 2015 shall require approval of the shareholders through Ordinary Resolution. Accordingly, the approval of the shareholders 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 Regulations 23(4) of the SEBI Listing Regulations 2015 to enable the Company to enter into related Party Transactions in one or more tranches.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2018-19						
(in crores)						
Name of the Company	Name of Interested Director	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 Consul- tancy Fees	Leasing of Property
NAME OF RELATED PARTY						
Subsidiaries						
JMT Auto Limited	Mr. Gautam Malhotra	300	50	-	-	-
Amtek Transportation Systems Ltd.	-	-	-	-	-	-
Alliance Hydro Power Ltd.	-	200	200	-	-	-
Metalyst Forgings Limited	The Company is under Corporate Insolvency Resolution Process	400	400	-	-	-
Joint Venture's						
Amtek Power train Limited	-	50	-	-	-	300
SMI Amtek Crankshafts Pvt. Ltd.	-	300	200	-	-	-
Associates						
Castex Technologies Limited	The Company is under Corporate Insolvency Resolution Process	200	300	100	-	300
ACIL Ltd.	The Company is under Corporate Insolvency Resolution Process	200	25	-	-	300
ARGL Ltd.	The Company is under Corporate Insolvency Resolution Process	200	25	-	-	300
Blaze Spare Parts (P) Limited	-	10	10	-	-	-
Gagandeep Steel & Alloys (P) ltd.	-	10	10	-	-	-
Aaron Steel & Alloys (P) Ltd.	-	10	10	-	-	-
Neelmani Engine Components (P) Ltd	-	10	10	-	-	-
Domain Steel & Alloys (P) Ltd.	-	10	10	-	-	-
TOTAL		1900	1250	100	-	1200

**Terms and conditions:**

1. At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.
2. Loans with a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan.

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 any resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, as per its General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed. Also, as per Companies (Amendment) Act, 2015, the word "Special Resolution" for entering into related party transaction has been replaced by "Resolution". Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

**For Amtek Auto Limited**

**Rajeev Raj Kumar**  
(Company Secretary)

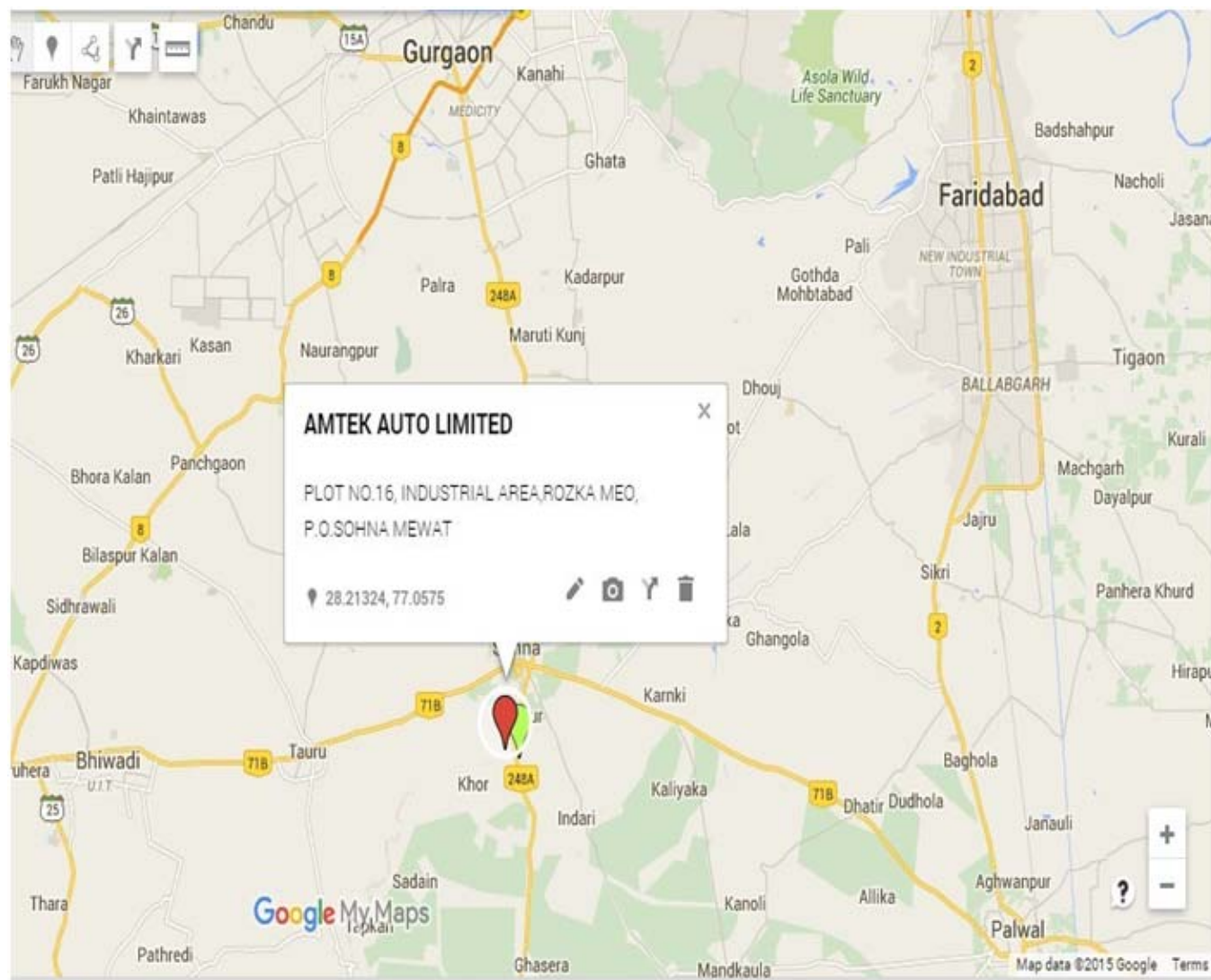
(Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 from 24<sup>th</sup> July 2017 to 25<sup>th</sup> July 2018 and currently run by Insolvency Professional with the directions from Monitoring Committee after NCLT approval order dated 25<sup>th</sup> July 2018. Its affairs, business and assets are being managed by the Insolvency Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27 July 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22 August 2017 under provisions of the code and currently working in capacity of Insolvency Professional with the directions of Monitoring Committee from 25<sup>th</sup> July 2018 after the NCLT approval order received.)

**Date : 22/01/2019**  
**Place : New Delhi**

## ROUTE MAP TO THE VENUE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING OF AMTEK AUTO LIMITED

**Regd. Office Address:**

**Plot No. -16, Industrial Area, Rozka-Meo, Sohna, Mewat, Haryana-122103**



## BOARDS' INSOLVENCY PROFESSIONAL REPORT

Dear Members,

The Board of Directors/Resolution Professional presents to the Members the 32<sup>nd</sup> Annual Report of the Company, which includes the Boards' Report ("Annual Report").

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 ("IBC/Code"), the Corporate Insolvency Resolution Process ("CIRP Process") of Amtek Auto Limited ("Company") was initiated by the Financial Creditors of the Company. The Financial Creditors petition to initiate the CIRP Process was admitted by the National Company Law Tribunal ("NCLT"), Chandigarh Bench on July 24, 2017 ("Insolvency Commencement Date"). Mr. Dinkar T. Venkatasubramanian was appointed as the Interim Resolution Professional ("IRP") to manage the affairs of the Company by the National Company Law Tribunal ("NCLT"), Chandigarh Bench by Order Dated July 27, 2017. Subsequently, Mr. Dinkar T. Venkatasubramanian was confirmed as the Resolution Professional ("RP") by the committee of creditors ("CoC") in its Meeting held on 22<sup>nd</sup> August, 2017. On appointment of the IRP/RP, the powers of the Board of Directors of the Company were suspended.

This report is containing the business and operations of your Company ('the Company' or 'Amtek Auto Limited'), along with the audited financial statements, for the financial year ended March 31, 2018. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

### FINANCIAL RESULTS

The standalone and consolidated financial statements for the financial year ended March 31, 2018, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2017-18 are provided below:

### FINANCIAL PERFORMANCE

in ₹ lakhs except per equity share data

Particulars	Standalone		Consolidated	
	31 <sup>st</sup> March, 2018 (Year Ended)	31 <sup>st</sup> March, 2017 (Year Ended)	31 <sup>st</sup> March, 2018 (Year Ended)	31 <sup>st</sup> March, 2017 (Year Ended)
Revenue	153516	198246	474458	458977
Less : Expenditures (Excluding Depreciation)	372964	295344	674070	528217
Gross Profit Before Depreciation	(219448)	(97098)	(199612)	(69240)
Less : Depreciation	71054	56,876	101817	70831
Profit Before Tax & Exceptional Items	(290502)	(153974)	(301429)	(140071)
Share of Profit/loss of Associates/ Joint Venture	-	-	(59116)	(95238)
Profit/(loss) before Exceptional Item	(290502)	(153974)	(360545)	(235309)
Less : Exceptional Item	870829	70378	641441	71994
Profit Before tax	(1161331)	(224352)	(1001986)	(307303)
Less : Tax Expenses	53737	(61953)	25736	(59092)
Profit /(Loss) for the year from Continuing operation	(1215068)	(162399)	(1027722)	(248211)



<b>Other Comprehensive Income (net of Tax)</b>	216	12977	(15505)	27088
<b>Total Comprehensive Income</b>	(1214852)	(149422)	(1043227)	(221123)
<b>Total Comprehensive Income from Discontinued operations</b>	-	-	7415	(75795)
<b>Total Comprehensive Income (Profit/Loss)</b>	(1214852)	(149422)	(1035812)	(296918)
<b>Earning Per Share for continuing operation</b>	(489.44)	(72.24)	(401.74)	(111.05)
<b>Earning Per Share for discontinuing operation</b>	-	-	2.79	(16.36)
<b>Earning Per Share for continuing and discontinuing operation</b>	(489.44)	(72.24)	(398.95)	(127.41)

## PERFORMANCE REVIEW

During the Period under review, the revenue of the Company is ' 153516 Lakhs. The loss after tax stood at ' 1215068 Lakhs. The Reserve & Surplus position at ' (912183) Lakhs.

## INDIAN ACCOUNTING STANDARDS

The Ministry of Corporate Affairs (MCA), vide its notification dated February 16, 2015, notified the Indian Accounting Standards (Ind AS) applicable to certain class of companies. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. Pursuant to the aforesaid notification, with effect from April 01, 2016, the Company has transitioned to Ind AS. The transition is carried out from accounting principles generally accepted in India being the previous GAAP.

Accordingly, The annexed financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act.

## MATERIAL CHANGES AND COMMITMENTS

The 'Corporate Insolvency Resolution Process' (CIRP) was initiated, on a petition filed by Corporation Bank, against the Company, which was admitted vide an Order of the National Company Law Tribunal (NCLT), Chandigarh dated July 24, 2017 under the provisions of the Insolvency and Bankruptcy Code 2016 ("Code / IBC").

That pursuant thereto, on July 27, 2017, Hon'ble NCLT appointed Mr. Dinkar T. Venkatasubramanian as Interim Resolution Professional (IRP) in terms of IBC, who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors (CoC), constituted under IBC. Mr. Dinkar T. Venkatasubramanian, in his capacity as RP, has taken control and custody of the management and operations of the company with effect from July 27, 2017.

Under the CIRP, a resolution plan needs to be submitted by resolution applicant, which is to be approved by the CoC, and would further be approved by NCLT. As per the Code, the RP has to receive, collate and admit all the claims submitted by the creditors of the company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC.

The 'Resolution Plan' wherein Liberty House Group Pte. Limited (LHG) would acquire the control in the company in accordance with the applicable laws and as defined in the resolution plan. The resolution plan was voted upon (between April 4, 2018 and April 5, 2018) & duly approved by the CoC and has further been approved by NCLT vide Order dated July 25, 2018.

Accordingly as also covered in the resolution plan read with the NCLT order dated July 25, 2018, the financial results for the quarter and year ended 31<sup>st</sup> March, 2018 have been continued to be prepared on a going concern basis.

As per NCLT Order read with the implementation provisions of the Resolution Plan, the Resolution Applicant and Resolution Professional shall jointly supervise the implementation of the Resolution Plan until closing date. The Resolution Professional shall act as Insolvency Professional and will be a member on the Monitoring committee till such closing date.

However, the Resolution Plan has not been implemented within the timelines as prescribed in the approved Resolution Plan. This Resolution Plan was approved by the Hon'ble NCLT and forms part of court order to be implemented. Accordingly, the lenders, who have formed the COC of the Corporate Debtor during CIRP, have sought directions from Hon'ble NCLT for reinstatement of the CIRP Process by excluding the time spent in negotiating the plan with Liberty House Group Pte Ltd ("LHG"). It is likely that in view of the circumstances of Amtek Auto Ltd, the Hon'ble NCLT will exclude the time spent with LHG in negotiating the Resolution plan and will also be excluded while calculating the 270 days in the CIRP period and will allow opportunity to invite fresh resolution plans to negotiate with the Resolution Applicants who had submitted Resolution plans / Expression of interests. It is a consistent view of the Hon'ble NCLTs, that liquidation should be ordered only as a last resort after all avenues for a Resolution have been exhausted.

## **SIGNING OF MOU FOR STAKE SALE OF ITS JV COMPANY**

During the period under review, The Amtek Auto Limited has signed and executed Memorandum of Understanding (MOU) with Nippon Steel and Sumitomo Metal Corporation ("NSSMC") to sell all equity shares and preference shares held by AAL in its Joint Venture Company, SMI Amtek Crankshaft Private Limited to NSSMC.

## **CAPITAL STRUCTURE OF THE COMPANY**

The Share Capital Structure of the Company is categorised into two classes:-

S.No	Particulars	Equity Shares Capital	Preference Shares Capital
1.	Authorised Share Capital	80,00,00,000	35,00,00,000
2.	Paid Up Share Capital	49,65,10,856	-
3.	Value per Share	2	100

During the period under review, there was no public issue, rights issue, bonus issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

## **DIVIDEND**

In view of losses incurred during the period under review, the Company does not recommend any dividend on the equity shares for the financial year ended March 31, 2018

## **FIXED DEPOSITS**

During the period under review, your Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 from the Shareholders/Public.

## **SUBSIDIARY AND ASSOCIATES**

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company, which forms part of this Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries, associates, joint ventures in the prescribed **Form AOC-1** is annexed to the consolidated financial statements and forms part of the Annual Report which covers the financial position of subsidiaries and associate Company and hence not repeated here for the sake of brevity.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website. These documents will also be available for inspection during business hours at our registered office in Haryana, India.

## **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- a) **Change in Directors during the Financial Year ended March 31, 2018:-** During the Financial year ended March 31, 2018 Mr. John Ernest Flinham & Mr. Sanjiv Bhasin resigned From office of Director w.e.f 23rd June, 2017 Mr. Bahushrut Lugani has resigned From the Directorship w.e.f 22nd July, 2017, Mrs. Madhu Vij resigned from the office of Director w.e.f. 21st September, 2017. Further Mr. Gautam Malhotra has resigned From directorship of the Company w.e.f 23<sup>rd</sup> May 2018.

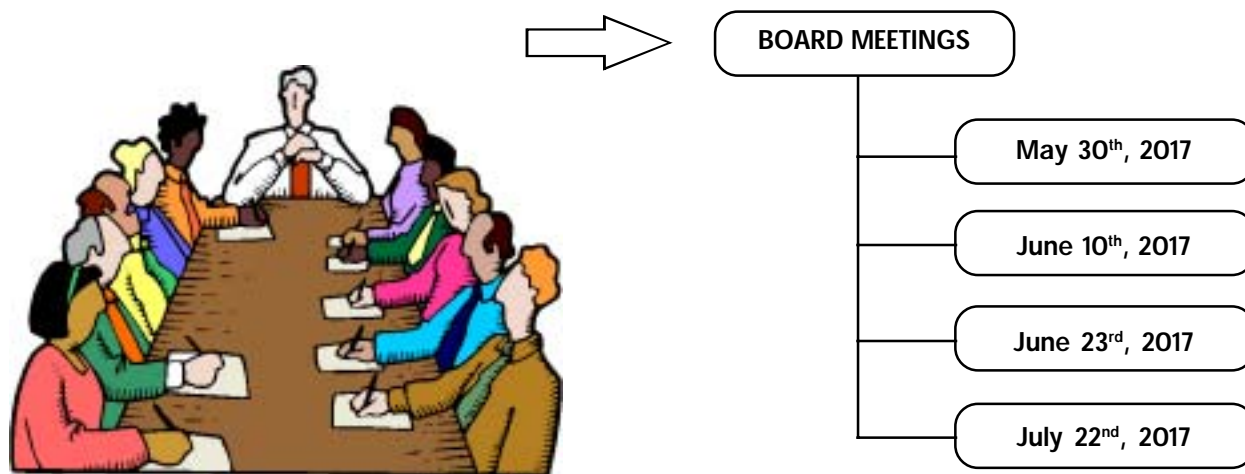
- b) Retire by Rotation on the Board of Directors of the Company:-** In accordance with the provisions of Section 152 the Companies Act, 2013 and the Article of Association of the Company read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Arvind Dham(DIN: 00047217) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. However, the same will be given effect to post Corporate Insolvency Resolution Process.
- c) Independent Directors:-** All the Independent Directors of the Company have given requisite declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulations 16 & 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
- d) Key Managerial Personnel:** Pursuant to the provisions of Section 203 of the Act, which came into effect from April 1, 2014, the appointments of Mr. Gautam Malhotra Whole-time director, Mr. Vinod Kumar Uppal, Chief Financial Officer and Mr. Rajeev Raj Kumar, Company Secretary as key managerial personnel of the Company were formalized during the Financial Year Ended 31<sup>st</sup> March,2018.

Further Mr. Gautam Malhotra has resigned from directorship of the Company w.e.f 23<sup>rd</sup> May 2018.

There has been no other change in the directors and Key Managerial Personnel of the Company except as stated above and during the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

#### NUMBER OF BOARD MEETING

Four (04) meetings of the Board were held during the period, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.



***No meeting of Board of Directors or Committee was held after the Commencement of Corporate Insolvency Resolution Process (CIRP) w.e.f 24th July 2017.***

#### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. On March 31, 2018, the Board consists of six members, one of whom is executive Whole Time Director, One is non-executive Director, one is nominee Director, and three are independent directors.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website i.e. [www.amtek.com](http://www.amtek.com) and also in the Corporate Governance Report. There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **BOARD EVALUATION**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters.

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the *corporate governance report*. The Board approved the evaluation results as collated by the nomination and remuneration committee.

## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

All new independent directors inducted into the Board attend an orientation program. The detail of training and familiarization program is provided in the Corporate governance report and is also available on our website ([www.amtek.com](http://www.amtek.com)).

Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is available on our website ([www.amtek.com](http://www.amtek.com))

## **COMMITTEES OF THE BOARD**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance.

The Board has laid down separate Codes of Conduct for Non-Executive Directors and Senior Management personnel of the Company and the same are posted on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of the Report on Corporate Governance

All the recommendations made by the Audit Committee were accepted by the Board during the financial year 2017-18.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Directors hereby confirm that:

- i. in the preparation of Annual Accounts, the applicable Accounting Standards have been followed and there has been no material departure.
- ii. they have selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 and of the profits/losses for the year ended on that date.
- iii. they have made proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. they have prepared the annual accounts on a going concern basis.
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **AUDITORS**

M/s Raj Gupta & Co., Chartered Accountants, New Delhi has been appointed as an Statutory Auditors in place of M/s Manoj Mohan & Associates, Chartered Accountants, by the board of directors in its meeting held on 22nd July, 2017.

Subsequently M/s SCV & Co. LLP Chartered Accountants has been appointed as an Statutory Auditors in place of M/s Raj Gupta & Co, Chartered Accountants, by the Committee of Creditors in its meeting held on 21<sup>st</sup> September, 2017 have authorized Resolution Professional to appoint M/s SCV & Co. LLP Chartered Accountants as Statutory auditor of the Company.

Pursuant to provisions of Section 139 & Sec. 142 of the Companies Act, 2013 and rules framed there under, it is proposed to appoint M/s SCV & Co. LLP Chartered Accountants as Statutory Auditors of the Company from the conclusion of 31<sup>st</sup> Annual General Meeting (AGM) till the conclusion of Annual General Meeting to be held for financial year 2021-2022 of the Company and on such remuneration as will be fixed by the Board of Directors of the Company.

The Company has received letters from the auditors to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 and that they are not disqualified for appointment.

## **AUDITORS' REPORT**

The Auditor Report of the auditor is given as an annexure which forms part of the Annual Report.

## **COST AUDITORS**

The Board has appointed Mr. Yash Pal Sardana (Membership No. 17996), practicing Cost Accountant, as Cost Auditor for conducting the audit of the cost records of the Company for the financial year 2018-19.

## **SECRETARIAL AUDIT REPORT**

The Board has appointed **M/s S.N Jain & Co, Ms. Shruti Jain Practicing Company Secretaries**, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as Annexure -I to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

As per the directive of *Securities and Exchange Board of India*, **M/s S. Khurana & Associates, Company Secretaries, New Delhi**, undertook the Reconciliation of Share Capital Audit on a quarterly basis. The purpose of the audit is to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with the respect to admitted, issued and paid up capital of the Company.

## **CORPORATE GOVERNANCE**

The Company is committed to maintain high standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an Integral part of the Annual Report. Requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to this Report.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Particulars of Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report. These loans /guarantees are primarily granted for the furtherance of business of the borrowing companies.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure - II in Form AOC-2 and the same forms part of this report.

## **ANNUAL RETURN EXTRACT**

As provided under Section 92(3) of the Act, the extract of annual return is given as Annexure-III in the prescribed Form MGT-9, which forms part of this report.

Whereas, in pursuant to the Companies (Amendment) Act, 2017, the act has made substitution under Section 134(3) (a) of the Companies Act, 2013 to place the extract of Annual Return on the website of the Company. As to comply with the said provision the Company has placed the extract of Annual Return in Form MGT-09 on the website of the company i.e [www.amtek.com](http://www.amtek.com)

## **CORPORATE SOCIAL RESPONSIBILITY**

The brief outline of the corporate social responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure-IV** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the corporate governance report, which forms part of this report. The policy is available on the website of the Company [www.amtek.com](http://www.amtek.com)

## **RISK MANAGEMENT**

The board of directors of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

## **PARTICULARS OF EMPLOYEES AND REMUNERATION**

- (a) The ratio of remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the *Board's report Annexure - V(a)*.
- (b) The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is forms part of the *Board's report Annexure - V(b)*.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The Energy conservation continues to be an area of focus for Amtek. Initiatives to integrate energy efficiency into overall operations are undertaken through design considerations and operational practices. The key initiatives towards conservation of energy were:

- ❖ improved monitoring of energy consumption through smart metering and integration with building management systems;
- ❖ setting internal targets for energy performance improvement and institution of rigorous operational controls toward achieving these targets;
- ❖ creating awareness amongst associates on energy conservation through campaigns and events;
- ❖ focusing on enhancing the component of renewable power in our power sourcing strategy (through on-site solar power generation and third party purchase as feasible);
- ❖ Increased focus on procurement of energy efficient equipment.

The relevant data regarding the above is given in the **Annexure-VI** hereto and forms part of this report.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

A detailed review of operations, performance and future outlook of the Company is given separately under the head "Management Discussion and Analysis Report" and forms a part of this report.

## **DISCLOSURE REQUIREMENTS**

Details of the Familiarization Programmed of the independent directors are available on the website of the Company ([www.amtek.com](http://www.amtek.com))

Policy on dealing related party transaction is available on the website of the Company ([www.amtek.com](http://www.amtek.com))

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. (URL: [www.amtek.com/investors](http://www.amtek.com/investors)).

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

- ☞ National Company Law Tribunal ("NCLT"), Chandigarh Bench on July 24, 2017 ("Insolvency Commencement Date"). was appointed Mr. Dinkar T. Venkatasubramanian as the Interim Resolution Professional ("IRP") to manage the affairs of the Company by the National Company Law Tribunal ("NCLT"), Chandigarh Bench by Order Dated July 27, 2017. Subsequently, Mr. Dinkar T. Venkatasubramanian was confirmed as the Resolution Professional ("RP") by the committee of creditors ("CoC") in its Meeting held on 22<sup>nd</sup> August, 2017. On appointment of the IRP/RP, the powers of the Board of Directors of the Company were suspended.
- ☞ National Company Law Tribunal ("NCLT"), Chandigarh Bench approved the resolution plan submitted by Liberty House Group PTE Ltd ("Liberty") and approved by the CoC ("Approved Resolution Plan"), on July 25, 2018 ("IBC/NCLT Order")

## **ACKNOWLEDGEMENTS**

The Directors Insolvency Professional wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from the Government of India, various state governments, the Banks/ financial institutions and other stakeholders such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

**By Order of the  
Board For AMTEK AUTO LIMITED**

**Date : 22.01.2019**  
**Place : New Delhi**

**(Arvind Dham)**  
**DIN No. 00047217**  
**Chairman**

## ANNEXURE TO DIRECTORS' REPORT

### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Annexure I

To,  
The Members, Amtek Auto Limited  
3, LSC, Pamposh Enclave, G.K.-I New Delhi-110048

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Amtek Auto Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

***It is further stated that Amtek Auto Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code 2016 (Code) vide an order of the Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh dated 24.07.2017 and Mr. Dinkar T. Venkatasubramanian (IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011), was appointed as the Insolvency Resolution Process ("IRP") with effect from 27 July 2017. Further, in terms of the provisions of the Code, the Committee of Creditors (CoC) in its meeting held on 22 August 2017 continued to Mr. Dinkar T. Venkatasubramanian as the Resolution Professional.***

***In terms of Section 17 of the Code, on commencement of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of AAL stands suspended and the same are being exercised by Mr. Dinkar. The management of the affairs of AAL has been vested with Mr. Dinkar.***

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by for the period ended 31st March, 2018 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made here under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15 2015,
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; ***Not Applicable as the Company has not issued any securities during the financial year.***
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - ***Not Applicable as the Company has not granted any options to its employees during the financial year under review;***
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;- **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.

**I further report that** having regard to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

The Factories Act, 1948;

- i) The Petroleum Act, 1934 and the rules made there under;
- ii) The Environment Protection Act, 1986 and the rules made there under;
- iii) The Water (Prevention and Control of Pollution) Act, 1974 and the rules made there under; and
- iv) The Air (Prevention and Control of Pollution) Act, 1981 and the rules made there under

**I further report that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated laws.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India notified with effect from July 1, 2015;
- (ii) The Listing Agreements entered into by the Company with The National Stock Exchange of India & The BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that:**

The IBC has been enacted with the object of inter alia, providing a time bound resolution process for corporate debtors, maximising the value of their assets and to promote entrepreneurship. If the resolution is not achieved within the time provided, the corporate debtor will go in liquidation. Section 14 has been provided as a standstill provision to allow the stakeholders to explore resolution without having to worry about duress and other legal proceedings as such proceedings causing a set back to the enterprise, its operations or value.

Further, pursuant to the provisions of Insolvency and Bankruptcy Code, 2016, the Company has submitted the resolution plan as approved by CoC with National Company Law Tribunal, Chandigarh Bench for approval.

**I further report** that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For SN Jain & Co.**

**Shruti Jain**

**Place : New Delhi**  
**Date : 15.06.2018**

**Practicing Company Secretary**  
**COP No.: 19933**

This report is to be read along with our letter of even date which is annexed as **Annexure B** and forms an integral part of this report.

## **Annexure B**

To,

The Members,

**Amtek Auto Limited**

**3, LSC Pamposh Enclave, G.K.-I New Delhi-110 048**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For SN Jain & Co.**

**Place : New Delhi**  
**Date : 15.06.2018**

**Shruti Jain**  
**Practicing Company Secretary**  
**COP No.: 19933**

## Annexure -II

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

### 1. Details of contracts or arrangements or transactions not at arm's length basis:

**Amtek Auto Limited** (the Company) has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2017-18. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts / arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts / arrangements / transactions: Not Applicable
- c. Duration of the contracts / arrangements / transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Date(s) of approval by the Board, if any: Not Applicable
- f. Amount paid as advances, if any: None

Note: The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for purpose of section 188(1) of the Act.

For and on behalf of the board of directors  
AMTEK AUTO LIMITED

Place : New Delhi  
Date : 22/01/2019

Arvind Dham  
DIN : 00047217  
Chairman

**Annexure III**

**Form No. MGT 9**

**EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2018**

Pursuant to Section 92(3) of the Companies Act, 2013 and rules 12(1) of the Company (Management & Administration) rules, 2014

**I. REGISTRATION & OTHER DETAILS :**

i	CIN	L27230HR1988PLC030333
ii	Registration Date	03.10.1985
iii	Name of the Company	Amtek Auto Limited
iv	Category/Sub-category of the Company	Limited by Shares, Indian Non-Government Company
v	Address of the Registered office & contact details:	16, Industrial Estate, Rozka-Meo, Sohna, Mewat, Haryana-122103
vi	Whether listed company	Yes, listed on BSE Limited & The National Stock Exchange of India Ltd.
vii	Name, Address & contact details of the Registrar & Transfer Agent	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir Behind L.S.C., New Delhi-110062. Tele : 011-29255230 Fax: 011-29252146 E-mail : <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

S.No	Name and Description of main Products / Service	NIC Code of the Product/ Services	% to total turnover of the Company
1	Forging, Grey and Ductile Iron Casting, Gravity and high-pressure Aluminium Die Casting and Machining and Sub-Assembly.	27310/28910/34300	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	JMT Auto Limited	L42274DL1997PLC270339	Subsidiary	66.77%	2(87)
2	Metalyt Forgings Limited	L28910MH1977PLC019569	Subsidiary	57.19%	2(87)
3	Amtek Transportation Systems Limited	U27100HR2008PLC040838	Subsidiary	100%	2(87)
4	Alliance Hydro Power Ltd.	U40109DL2006PLC154857	Subsidiary	70%	2(87)
5	Amtek Global Technologies Pte. Ltd.	Company Incorporated in Singapore	Subsidiary	78.50%	2(87)
6	Amtek Investments (UK) Limited	Company Incorporated in UK	Subsidiary	100%	2(87)
7	Amtek Deutschland GmbH	Company Incorporated in Germany	Subsidiary	100%	2(87)
8	Amtek Holdings B.V	Company Incorporated in Netherland	Subsidiary	100%	2(87)
9	Amtek Germany Holding GmbH & Co. KG	Company Incorporated in Germany	Subsidiary	100%	2(87)
10	Amtek Germany Holding GP GmbH	Company Incorporated in Germany	Subsidiary	100%	2(87)
11	Amtek Integrated Solutions Pte. Ltd.	Company Incorporated in Singapore	Subsidiary	100%	2(87)
12	Amtek Precision Engineering Pte. Ltd.	Company Incorporated in Singapore	Subsidiary	100%	2(87)
13	Amtek Engineering Solutions Pte. Ltd.	Company Incorporated in Singapore	Subsidiary	100%	2(87)
14	Castex Technologies Limited	L65921HR1983PLC033789	Associates	30.59%	2(6)
15	ARGL Limited	U74899DL1995PLC070717	Associates	42.07%	2(6)
16	ACIL Limited	U34300DL1997PLC086695	Associates	43.99%	2(6)
17	SMI Amtek Crankshafts Pvt. Ltd.	U34101HR2009PTC039424	Joint Venture	50%	2(6)
18	Amtek Powertrain Limited	U34300DL2006PLC156351	Joint Venture	50%	2(6)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) CATEGORY-WISE SHARE HOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	2797240	0	2797240	1.126	2797240	0	2797240	1.126	0.000
b) Central Govt. or State Govt.	0	0	0	0.000	0	0	0	0.000	0.000
c) Bodies Corporate	127283679	0	127283679	51.271	127283679	0	127283679	51.271	0.000
d) Banks/FI	0	0	0	0.000	0	0	0	0.000	0.000
e) Any Other	0	0	0	0.000	0	0	0	0.000	0.000
<b>Sub-Total (A) (1):-</b>	<b>130080919</b>	<b>0</b>	<b>130080919</b>	<b>52.398</b>	<b>130080919</b>	<b>0</b>	<b>130080919</b>	<b>52.398</b>	<b>0.000</b>
(2) Foreign	0	0	0	0.000	0	0	0	0.000	0.000
a) NRIs – Individuals	0	0	0	0.000	0	0	0	0.000	0.000
b) Other – Individuals	0	0	0	0.000	0	0	0	0.000	0.000
c) Bodies Corp.	0	0	0	0.000	0	0	0	0.000	0.000
d) Banks/FI	0	0	0	0.000	0	0	0	0.000	0.000
e) Any Other...	0	0	0	0.000	0	0	0	0.000	0.000
<b>Sub-total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	<b>130080919</b>	<b>0</b>	<b>130080919</b>	<b>52.398</b>	<b>130080919</b>	<b>0</b>	<b>130080919</b>	<b>52.398</b>	<b>0.000</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	84390	0	84390	0.034	84390	0	84390	0.034	0.00
c) Central Govt	0	0	0	0	0	0	0	0.000	0.00
d) State Govt.	0	0	0	0	0	0	0	0.000	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0.000	0.00
f) Insurance Companies	8437902	0	8437902	3.398	8437902	0	8437902	3.398	0.00
g) Foreign Portfolio Investors	6975538	28000	7003538	2.821	6975538	28000	7003538	2.821	0.00
h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	
i) Any others– Foreign Bodies Corporate	0	0	0	0				0.000	
– Foreign Fin. Institution/Banks	4551	0	4551	0.001	4551	0	4551	0.001	0.00
<b>Sub-total (B)(1)</b>	<b>15502381</b>	<b>28000</b>	<b>15530381</b>	<b>6.254</b>	<b>15502381</b>	<b>28000</b>	<b>15530381</b>	<b>6.254</b>	<b>0.00</b>

<b>2. Non Institutions</b>									
a) Bodies Corp.	19123390	10000	19133390	7.707	19123390	10000	19133390	7.707	0.000
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	68406238	441979	68848217	27.732	68406238	441979	68848217	27.732	0.000
ii) Individual shareholders holding nominal share capital in excess Rs. 2 Lakh	7680593	0	7680593	3.093	7680593	0	7680593	3.093	0.000
c) Others (specify)									
(i) Trust	14521	0	14521	0.005	14521	0	14521	0.005	0.000
(i) NRIs	3484374	0	3484374	1.402	3484374	0	3484374	1.402	0.00
(ii) Clearing Members	745633	0	745633	0.300	745633	0	745633	0.300	0.000
(iii) Hindu Undivided Families (HUF)	2737400	0	2737400	1.102	2737400	0	2737400	1.102	0.000
(iv) Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	<b>102192149</b>	<b>451979</b>	<b>102644128</b>	<b>40.351</b>	<b>102192149</b>	<b>451979</b>	<b>1026444128</b>	<b>41.351</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>117694530</b>	<b>479979</b>	<b>118174509</b>	<b>47.604</b>	<b>117694530</b>	<b>479979</b>	<b>118174509</b>	<b>47.604</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>247775449</b>	<b>479979</b>	<b>248255428</b>	<b>100</b>	<b>247775449</b>	<b>479979</b>	<b>248255428</b>	<b>100.00</b>	<b>0.00</b>

**(ii) SHAREHOLDING OF PROMOTERS**

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the End of the year			% change in share holding during the year
	No. of shares	% of total Shares of the Company	% of Shars Pledgd/encumbered to total shares	No. of shares	% of total Shaes of the Compay	% of Shares Pledged/encumbered to total shares	
Arvind Dham	2390645	0.96	Nil	2390645	0.96	Nil	-
Anita Dham	389595	0.173	Nil	389595	0.173	Nil	-
Anubhav Dham	11000	0.005	Nil	11000	0.005	Nil	-
Anamika Dham	6000	0.003	Nil	6000	0.003	Nil	-
Aisa International (P.) Ltd	24410000	9.833	Nil	24410000	9.833	Nil	-
Forbes Builders (P.) Ltd	12090664	4.870	Nil	12090664	4.870	Nil	-
Turjo Arts (P.) Ltd.	15868390	6.392	Nil	15868390	6.392	Nil	-
SPT Infotech (P.) Ltd.	10085095	4.062	Nil	10085095	4.062	Nil	-
Quality Publicity (P.) Ltd.	10724000	4.320	Nil	10724000	4.320	Nil	-
Shivani Horticulture (P.) Ltd.	15279576	6.155	Nil	15279576	6.155	Nil	-
Kings Footwear (P.) Ltd.	10585059	4.264	Nil	10585059	4.264	Nil	-
Amtek Laboratories Ltd.	28240895	11.376	Nil	28240895	11.376	Nil	-
<b>Total</b>	<b>130080919</b>	<b>52.398</b>		<b>130080919</b>	<b>52.398</b>	<b>NIL</b>	-

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)**

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares of the Company	% of total Shares	No. of shares of the Compay	% of total Shaes
1	At the Beginning of the year (i.e. April 1, 2017)	130080919	52.398	130080919	52.398
2	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year (i.e. March 31, 2018)	130080919	52.398	130080919	52.398
	<b>Total</b>	<b>130080919</b>	<b>52.398</b>	<b>130080919</b>	<b>52.398</b>



**(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDR'S AND ADR'S):**

S.No	Top 10 Shareholders in the beginning of the year			Top 10 Shareholders at the end of the year		
	Name of Shareholder	No. of Shares	Name of Shareholder	Name of Shareholder	No. of Shares	Name of Shareholder
1	Life Insurance Corporation Of India	8407902	3.741	LIFE INSURANCE CORPORATION OF INDIA	8407902	3.9041
2	Globe Capital Market Ltd	2263009	1.007	ARCH FINANCE LIMITED	1845000	0.8567
3	Gulshan Investment Company Ltd	2053609	0.914	DIMENSIONAL EMERGING MARKETS VALUE FUND	1276544	0.5927
4	Arch Finance Limited	1845000	0.821	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANG	1202519	0.5584
5	Vanguard Emerging Markets Stock Index Fund, Aseries Of Vangu	1547517	0.689	KARVY STOCK BROKING LTD	1158753	0.538
6	Dimensional Emerging Markets Value Fund	1508936	0.671	BABA INFRAVENTURES INDIA PRIVATE LIMITED	985000	0.4574
7	Vanguard Total International Stock Index Fund	1209979	0.538	GLOBE CAPITAL MARKET LTD	983385	0.4566
8	California Public Employees' Retirement System	1208968	0.538	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DF	876612	0.407
9	Mv Scif Mauritius	1100144	0.490	PATEL ASHOKBHAI DINUBHAI	662500	0.3076
10	Acadian Emerging Markets Small Cap Equity Fund Llc	1097379	0.488	APPRECIATE FINCAP PRIVATE LIMITED	654076	0.3037

The Shares Of The Company Are Frequently Traded And Hence Date Wise Increase/Decrease In Shareholding Is Not Indicated. The Result In Changes In The Top 10 Shareholders Is Due To Trading In Securities By The Shareholders.

**(v) SHAREHOLDING OF DIRECTORS & KMP(s)**

S.No		Shareholding at the beginning year of the year 01.04.2017		Cumulative Shareholding during the year 31.03.2018	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the company
1.	Mr. Arvind Dham	2390645	0.963	2390645	0.963

## V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	747406.2	123584.2	-	870990.4
ii) Interest due but not paid	77301.67	13444.93	-	90746.60
iii) Interest accrued but not due	8189.62	178.85	-	8368.47
<b>Total (i+ii+iii)</b>	<b>8,32,897.49</b>	<b>1,37,207.98</b>	<b>-</b>	<b>9,70,105.47</b>
Change in Indebtedness during the financial year				
Addition (Net)*	39970.82	6037.41	-	46008.23
Exchange Fluctuation	500.34	43.04	-	543.38
Net Change	40,471.16	6,080.45	-	46,551.61
Indebtedness at the end of the financial year				
i) Principal Amount	750809.34	124296.97	-	875106.31
ii) Interest due but not paid	122559.31	18991.46	-	141550.77
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>8,73,368.65</b>	<b>1,43,288.43</b>	<b>-</b>	<b>10,16,657.08</b>

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. in Lakh)

S. No	Particulars of Remuneration	Name of Managing Director		Total Amount
		Mr. John Flintham	Mr. Gautam Malhotra	
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	49.69	-	49.69
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	49.69	-	49.69
	Ceiling as per the Act @ 5% of profits calculated under Section 198 of the Companies Act, 2013	-	-	-

**B. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Rs. in Lakh)

S.No	Gross Salary	Mr. John Flintham	Mr. Vinod Kumar Uppal CFO	Mr. Rajeev Raj Kumar Company Secretary	Total
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	75.00	54.67	15.18	144.85
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission as % of profit	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>75.00</b>	<b>54.67</b>	<b>15.18</b>	<b>144.85</b>
	Ceiling as per the Act @ 5% of profits calculated under Section 198 of the Companies Act, 2013	-	-	-	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties, punishment or compounding of offences during the period ended March 31st, 2018.

**For and on behalf of the board of directors  
AMTEK AUTO LIMITED**

Place : New Delhi  
Date : 22/01/2019

**Arvind Dham**  
**DIN : 00047217**  
**Chairman**

## REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

### 1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken

The Corporate Social Responsibility (CSR) of the Amtek Auto Limited is aligned with its overall commitment to maintaining the highest standards of business performance. We recognize that our business activities have direct and indirect impact on the society. The Company strives to integrate its business values and operations in an ethical and transparent manner to demonstrate its commitment to sustainable development and to meet the interests of its stakeholders. In line with Amtek's Vision, through its CSR initiatives, The Company will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a Socially Responsible Corporate, with environmental concern.

### 2. The Composition of the CSR Committee

The Committee of the directors titled 'Corporate Social Responsibility Committee' was constituted by the Board in its meeting held on 24<sup>th</sup> November, 2014 and reconstituted in its meeting held on 22nd July, 2017 with the following members:

Name of Member	Position
Mr. Rajeev Kumar Thakur	Chairman
Mr. Gautam Malhotra*	Member
Mr. Sanjay Chhabra	Member

\* Mr. Gautam Malhotra regined from the Directorship of the Company w.e.f. 23rd May, 2018.

### 3. Average Net profit of the Company for last three Financial Years

Financial Years	Net Profit ( In Lacs)
2014-15	(18722.03)
2015-16	(94517.03)
2016-17	(11,61,331.10)
<b>Total</b>	<b>(12,74,570.16))</b>
<b>Average Net Profit/Loss</b>	<b>(4,24,856.72)</b>

### 4. Prescribed CSR Expenditure (2% of amount as item No. 3) : NA

### 5. Details of CSR spent during the Financial Year 2016-17:

- a) Total amount to be spent for the financial year : NIL
- b) Amount unspent : NA
- c) Manner in which the amount spent during the financial year is detailed below : NA

### 6. In case the Company fails to spend the 2% of the average net profit (INR) of the last three financial years the reasons for not spending the amount shall be stated in the Board :

The Company has incurred loss during last two financial years. Hence, the expenditure under this head has been temporarily deferred.

### 7. Responsibility Statement by the CSR Committee:

The CSR Committee confirm that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

**Rajeev Kumar Thakur**  
Chairman - CSR Committee

**Annexure - V(a)**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2017-18:**

<b>Name of Director</b>	<b>Ratio to median</b>
Mr. Arvind Dham	–
Mr. Gautam Malhotra	–
Mr. Rajeev Thakur	–
Mr. Sanjay Chhabra	–
Mr. B. Lugani	–
Mr. Sanjiv Bhasin	–
Mr. Raj Narain Bhardwaj*	–
Mrs. Madhu Vij	–
Mr. M.K. Gupta	–
Mr. John Flintham, Vice Chairman and Managing Director	1:50

- The Company pays only sitting fees and reimbursement of expenses to Non-Executive Independent Directors in accordance with the provisions prescribed under the Companies Act, 2013 for each Board/ Committee meetings attended by Non-Executive Independent Directors.

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2017-18:**

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial Year</b>
Mr. Arvind Dham	Nil
Mr. Gautam Malhotra	Nil
Mr. Rajeev Thakur	Nil
Mr. Sanjay Chhabra	Nil
Mr. B. Lugani	Nil
Mr. Sanjiv Bhasin	Nil
Mrs. Madhu Vij	Nil
Mr. M.K. Gupta, Nominee Director	Nil
Mr. John Flintham, Vice Chairman and Managing Director	Nil
Mr. Vinod Uppal, Chief Financial Officer	–
Mr. Rajeev Raj Kumar, Company Secretary	–

Also, there has been no change in the sitting fees paid to Non Executive Independent Directors during the period under review.

- c. **The percentage increase in the median remuneration of employees in the financial year:** Nil
- d. **The number of permanent employees on the rolls of Company:** The total number of permanent employees on pay rolls of the Company as on 31st March, 2018 is 1219
- e. **Affirmation that the remuneration is as per the remuneration policy of the Company:** The Company affirms remuneration is as per the remuneration policy of the Company.

**Annexure V(b)**

**THE STATEMENT CONTAINING PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

- (i) Particulars of Employees employed throughout the period under review who were in receipt of remuneration for that year which, in the aggregate, was not less than Rs. 1,02,00,000/- per annum:**

<b>Name of employee</b>	<b>Mr. John Ernest Flintham*</b>
Designation of the employee	Vice Chairman & Managing Director
Remuneration received	Rs. 49.69 Lakhs
Nature of employment, whether contractual or otherwise	Contractual
Qualifications and experience of the employee	More than 30 years of experience in the field of large-scale automotive component manufacturing operations and Commercial Sales
Date of commencement of employment	31.07.2007
The age of employee	64
The last employment held by such employee before joining the Company	Sigmacast Ltd.
The percentage of equity shares held by the employee in the Company	NIL
Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager	No

\* Mr. John Ernest Flintham resigned from directorship of the Company w.e.f. 23rd June, 2017.

- (ii) Particulars of Employees employed for part of the period under review who were in receipt of remuneration at a rate which, in the aggregate, was not less than Rs. 8,50,000/- per month:**

None of the employees employed for part of the period under review were in receipt of remuneration in excess of Rs. 8,50,000/- per month.

- (iii) Particulars of Employees employed throughout the financial year or part thereof, who were in receipt of remuneration in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or alongwith his spouse and dependent children, exceeding 2% of the equity shares of the Company:**

None of the employees were in receipt of remuneration in excess of that drawn by the Managing Director or Whole-time Director and holds by himself or alongwith his spouse and dependent children, exceeding 2% of the equity shares of the Company.

**For and on behalf of the board of directors  
AMTEK AUTO LIMITED**

**Place : New Delhi  
Date : 22/01/2019**

**Arvind Dham  
DIN : 00047217  
Chairman**



## Annexure VI

**Information as per Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming Part of the Directors' Report for the period ended 31<sup>st</sup> March, 2018.**

### CONSERVATION OF ENERGY

The Company continues to take measures towards conservation of energy through optimum utilization of energy and other resources. Utilization of energy intensive machines, procurement of energy efficient technologies etc is done as part of energy conservation measures. Company has been consistent in its efforts to conserve energy and natural resources and reduce consumption of Power, Fuel, Oil, Water and other energy sources by following strict adherence to:

1. Power saving processes and methods
2. Innovation and up-gradation of technology.
3. Installation of Auto Power Cut-Off for electrical energy consumption.
4. Energy saving in utility by proper machine planning.
5. Emphasis on non-conventional energy sources.
6. Proper training to the employees and workforce to ensure minimum wastage of energy and natural resources.

#### I. Research and Development

a) Specific area in which (R&D) carried out by the Company	1. Product design and development 2. Process design & improvement for various products					
b) Benefits derived as result	1. Reduction in process time 2. Increase in productivity 3. Cost reduction and high precision of product					
c) Future Plan of action in Manufacturing Process & operation	To achieve better yield by way of cost reduction through higher level of automation					
d) Expenditure on R & D	<table border="1"> <tr> <td>a. Capital</td><td rowspan="4">The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&amp;D</td></tr> <tr> <td>b. Recurring</td></tr> <tr> <td>c. Total</td></tr> <tr> <td>d. Total R&amp;D Expenditure as a percentage of total turnover</td></tr> </table>	a. Capital	The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&D	b. Recurring	c. Total	d. Total R&D Expenditure as a percentage of total turnover
a. Capital	The development work is carried on by the concerned department continuously. No separate record of the expenditure incurred on R&D					
b. Recurring						
c. Total						
d. Total R&D Expenditure as a percentage of total turnover						

#### II. Technology, Absorption, Adaptation and Innovation

a) Efforts in brief made towards Technology Absorption, Adaptation and Innovation	The Company has indigenized and absorbed technological changes as advised by collaboration in the past. Amtek Auto continuously strives to meet international standards of precision through improvisation of existing processes, innovation and adaptation of new technologies and methods. The product quality has improved significantly due to better utilization of machines, improvised processes and enhanced precision
b) Benefits derived as a result of the above efforts	Cost reduction to saving in raw material, dies & moulds & power and fuel. Operational efficiency has increased leading to reduced time-loss and rejections
c) In case of imported technology (Import) during the last 6 years reckoned from the beginning of the financial year	Nil

### III. FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Activities relating to Exports, initiatives to increase exports, Development of new Export Markets for Products and Services and Export plans:

The Company has strategic alliance with its group Companies in U.K, Asia, Europe and America, to increase its share of business in the international market, which has access to all automobile majors in the U.S and European market and existing supplier, business relationship

2. Total Foreign Exchange used and earned:

(Rupees In Lakhs)

Particulars	Current Year	Previous Year
Foreign Exchange Used	1054.58	2585.18
Foreign Exchange Earned	25862.59	17514.36

For and on behalf of the board of directors  
 For AMTEK AUTO LIMITED

Place : New Delhi  
 Date : 22/01/2019

(Arvind Dham)  
 DIN : 00047217  
 Chairman

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-18**

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), given below are the corporate governance policies and practices of Amtek Auto Ltd. for the year 2017-18.

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 ("IBC/Code"), the Corporate Insolvency Resolution Process ("CIRP Process") of Amtek Auto Limited ("Company") was initiated by the Financial Creditors of the Company. The Financial Creditors petition to initiate the CIRP Process was admitted by the National Company Law Tribunal ("NCLT"), Chandigarh Bench on July 24, 2017 ("Insolvency Commencement Date"). Mr. Dinkar T. Venkatasubramanian was appointed as the Interim Resolution Professional ("IRP") to manage the affairs of the Company by the National Company Law Tribunal ("NCLT"), Chandigarh Bench by Order Dated July 27, 2017. Subsequently, Mr. Dinkar T. Venkatasubramanian was confirmed as the Resolution Professional ("RP") by the committee of creditors ("CoC") in its Meeting held on 22<sup>nd</sup> August, 2017. On appointment of the IRP/RP, the powers of the Board of Directors of the Company were suspended.

The RP invited expressions of interest and submission of a resolution plan in accordance with the provisions of the Code. Of the various resolution plans submitted, the CoC approved the resolution plan submitted by **Liberty House Group PTE Ltd ("Liberty")**. The RP submitted the CoC approved resolution plan to the NCLT for its approval and the NCLT approved the resolution plan submitted by Liberty and approved by the CoC ("Approved Resolution Plan"), on July 25, 2018 ("IBC/NCLT Order")

However, the Resolution Plan has not been implemented within the timelines as prescribed in the approved Resolution Plan. This Resolution Plan was approved by the Hon'ble NCLT and forms part of court order to be implemented. Accordingly, the lenders, who have formed the COC of the Corporate Debtor during CIRP, have sought directions from Hon'ble NCLT for reinstatement of the CIRP Process by excluding the time spent in negotiating the plan with Liberty House Group Pte Ltd ("LHG"). It is likely that in view of the circumstances of Amtek Auto Ltd, the Hon'ble NCLT will exclude the time spent with LHG in negotiating the Resolution plan and will also be excluded while calculating the 270 days in the CIRP period and will allow opportunity to invite fresh resolution plans to negotiate with the Resolution Applicants who had submitted Resolution plans / Expression of interests. It is a consistent view of the Hon'ble NCLTs, that liquidation should be ordered only as a last resort after all avenues for a Resolution have been exhausted.

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Corporate Governance is based on the principles of integrity, transparency, accountability and commitment to values. Amtek views its Corporate Governance policies not only to comply with the statutory requirements in letter and spirit, but also to aim at implementing the best practices, keeping in view the overall interest of all its stakeholders. Your Company takes Corporate Governance as a critical tool to enhance trust of its Customers, Employees, Investors, Government and the Community at large and achieve its goal of maximizing value for its stakeholders. The Company has adopted a Code of Conduct for its Directors, employees and officers as well as those of its subsidiaries.

The commitment of the Amtek Group to the highest standards of good corporate governance practices predates SEBI and the provisions of the recent SEBI Listing Regulations, 2015. Ethical dealings, transparency, Integrity, fairness, disclosure and accountability are the main thrust of the working of the Amtek Group.

The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clauses (b) to (i) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as applicable, with regard to corporate governance.

In view of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company continuously follows the procedure of Corporate Governance for ensuring and protecting the rights of its shareholders by means of transparency, integrity, accountability, trusteeship and checks at the different levels of the management of the Company.

### **2. BOARD OF DIRECTORS**

At Amtek, the Board along with its Committees provides leadership and guidance to the Company's management as also direct, supervise and control the performance of the Company. We believe an active, well-informed board is vital to attain the highest standards of Corporate Governance. An independent and strong board is the utmost requirement of the Company so as to ensure that the best practices are adopted by the Company. At Amtek, we have a proper blend of executive, non-executive and independent directors, who have rich knowledge and experience in the industry for providing strategic guidance and direction to the Company.

*The role and responsibilities of the Board of Directors after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.*

## BOARD PROCEDURES

The members of the Board have been provided with the requisite information in the SEBI LODR Regulations 2015, as applicable well before the Board Meeting and the same was dealt with appropriately

All the Directors who are in various committees are within the permissible limit of the SEBI LODR regulations and none of the Directors are disqualified for appointment as director under any of the provisions of the Companies Act, 2013.

## POST MEETING FOLLOW-UP MECHANISM

All the important decision taken at the Board/Committee Meetings are promptly communicated to the concerned departments. Action Taken Report on decision/minutes of previous meeting is placed at the succeeding meeting of the Board/Committee for noting.

### (A) COMPOSITION AND CATEGORY OF DIRECTORS

Before the Commencement of Corporate Insolvency Resolution Process (CIRP) the Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. The Chairman of the Board is a Non-Executive Independent Director. The composition of Board is in conformity with Regulation 17 of SEBI (LODR), 2015.

The Company's policy is to maintain an optimum combination of Executive & Non-executive directors and in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Composition of the Board as on March 31, 2018 was as under:

S.No.	Name	Promoter & Chairman	Executive	Non-	Independent Executive	Non Independent	Nominee
1	Mr. Arvind Dham	✓	–	✓	–	✓	–
2	Mr. Gautam Malhotra*	–	✓	–	–	✓	–
3	Mr. Mukesh Gupta**	–	–	✓	–	–	✓
4	Mr. Sanjay Chhabra	–	–	✓	✓	–	–
5	Mr. Rajeev Kumar Thakur	–	–	✓	✓	–	–
6	Mrs. Madhu Vij***	–	–	✓	✓	–	–

\* Mr. Gautam Malhotra resigned from the office of Director w.e.f. 23<sup>rd</sup> May, 2018

\*\*Mr. Mukesh Gupta is Nominee Director of Life Insurance Corporations of India ["referred as LIC"] to represent LIC on the Board of the Company.

\*\*\*Mrs. Madhu Vij resigned from the office of Director w.e.f. 21st September, 2017.

### (B) THE DETAILS OF THE DIRECTORS WITH REGARD TO THEIR DIRECTORSHIP IN OTHER COMPANIES, COMMITTEE POSITION AS WELL AS ATTENDANCE AT LAST ANNUAL GENERAL MEETING AND BOARD MEETING DURING THE FINANCIAL YEAR 2017-18 ARE AS FOLLOWS:

Name of Director	Attendance at the last AGM	No. of Board Meetings held and attended during tenure			
		1	2	3	4
Mr. Arvind Dham	x	✓	✓	✓	–
Mr. Gautam Malhotra*	x	✓	✓	✓	✓

Mr. Mukesh Gupta	x	✓	✓	-	-
Mr. Sanjay Chhabra	x	✓	✓	✓	✓
Mr. Rajeev Kumar Thakur	x	✓	✓	✓	✓
Mrs. Madhu Vij*	x	✓	✓	✓	-
Mr. John Ernest Flintham*	x	✓	✓	-	NA
Mr. Sanjiv Bhasin*	x	✓	✓	✓	NA
Mr. Bahushrut Lugani*	x	✓	✓	-	-

**\*Note:**

- ✓ During the year under review Mr. John Ernest Flintham & Mr. Sanjiv Bhasin resigned from Directorship of the Company w.e.f 23<sup>rd</sup> June 2017.
- ✓ During the year under review Mr. B Lugani has resigned from Directorship of the Company w.e.f 22<sup>nd</sup> July, 2017
- ✓ Mr. Gautam Malhotra resigned from the office of Director w.e.f. 23<sup>rd</sup> May, 2018.
- ✓ Mrs. Madhu Vij resigned from the office of Director w.e.f. 21<sup>st</sup> September, 2017.

Name of the Director	Designation	Total Directorship (1)	Committees Memberships (2)	Chairman of Committees (2)
<b>EXECUTIVE DIRECTORS</b>				
Mr. Gautam Malhotra***	Executive Director	4	2	0
<b>INDEPENDENT DIRECTOR</b>				
Mr. Sanjay Chhabra	Independent Director	4	7	3
Mr. Rajeev Kumar Thakur	Independent Director	1	2	1
Mrs. Madhu Vij	Independent Director	5	3	0
<b>OTHER NON – EXECUTIVE DIRECTORS</b>				
Mr. Arvind Dham	Chairman	3	1	0
Mr. Mukesh Gupta	Nominee Director	1	0	0

**Notes to above table**

- Directorship including directorship in Amtek Auto Limited.
- As required by Regulation 26 of SEBI Listing Regulations, the disclosure includes memberships/ Chairpersonship in Audit / Stakeholder Committees including Amtek Auto Limited.
- Mr. Gautam Malhotra resigned from the office of Director w.e.f. 23<sup>rd</sup> May, 2018

**(C) NUMBER OF BOARD MEETING**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP) the Board meets at regular intervals and during the year under review, 4 (Four) meetings of the Board of Directors were held on **May 30, 2017, June 10, 2017, June 23, 2017, July 22, 2017**. The gap between any two boards meetings did not exceeded one hundred and twenty days. All the members of the Board were provided requisite information as required as per SEBI Listing Regulations, 2015 well before the Board Meeting.

After the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

**(D) DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER SE:**

Mr. Gautam Malhotra is Nephew of Mr. Arvind Dham and none of the other directors are related to any other director on the Board.

**(E) DETAILS OF EQUITY SHARES & CONVERTIBLE INSTRUMENTS HELD BY NON EXECUTIVE DIRECTORS OF THE COMPANY AS ON MARCH 31, 2018 ARE GIVEN BELOW:**

During the Period under review Non-Executive Director are not holding any Equity Shares or convertible instruments in the Company except the following:

Name of Directors	No. of Shares Held	% of Total Shares
Mr. Arvind Dham	2390645	0.963

**(F) INDEPENDENT DIRECTORS AND ITS MEETING**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), the Independent Directors had no Meeting without the presence of Non- Independent Director and members of the management.

Further after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI LODR Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The Familiarization Program for Independent Directors has been adopted by the Board of Directors pursuant to SEBI Listing Regulations; the detailed policy is available at the website of the Company ([www.amtek.com](http://www.amtek.com))

**3. COMMITTEES OF THE BOARD**

In compliance to the SEBI LODR Regulations, the Board of Directors has constituted various committees.

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), The Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

None of Directors of the Company's Board is a member of more than 10 committees and Chairperson of more than 5 Committees (Committees includes Audit Committee and Stakeholder Relationship Committee) across all Indian Public Companies in which he is a director. All the directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies. None of the directors are related to each other.

Details of such committees as on 31<sup>st</sup> March, 2018 are as follows:

Board and Committees Composition as on March 31, 2018							
Name	Board	Committee					
		Audit	CSR	Nomination & Remuneration	Risk Management	Stakeholders Relationship	Finance
Mr. Arvind Dham	C	M	-	M	C	-	C
Mr. Rajeev Kr. Thakur	M	M	C	M	M	C	-
Mr. Sanjay Chhabra	M	C	M	C	-	M	-
Mr. Gautam Malhotra	M	-	M	-	M	-	M
Mr. Mukesh Gupta	M	-	-	-	-	-	-

C - Chairman      M – Member

The Board determines the terms of reference of the Board Committees from time to time. The respective Committee Chairman convenes meetings of the Board Committees. Minutes of the Committee meetings are placed before the Board for perusal and noting. The quorum for meetings of all the Committees is either two members or one-third of the members of the Committees, whichever is higher. Each committee has the authority to engage outside experts, advisers and counsel to the extent it considers appropriate to assist it in its work.

## **I. AUDIT COMMITTEE**

The role of the Audit Committee has been strengthened and all major changes in financial policies are reviewed or approved by this Committee.

*Further After the Commencement of Corporate Insolvency Resolution Process (CIRP) The role and responsibilities of the Committees specified in regulations 18,19,20 and 21 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018 shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.*

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), the committee met four (2) times on, **10<sup>th</sup> June, 2017, 22<sup>th</sup> July, 2017** during the year under review the attendance of members at the meetings was as follows:

Name Of Members	Category	Position in the Committee	No of Meeting Attended	
			Held	Attended
Mr. B. Lugani*	Independent Director	Chairman	2	2
Mr. Sanjay Chhabra	Independent Director	Member	2	2
Mr. Rajeev Kumar Thakur	Independent Director	Member	2	2

\* Mr. B. Lugani resigned from the Office of Director of the Company w.e.f. 22<sup>nd</sup> July, 2017

**Further The Audit Committee was re-constituted as follow w.e.f 22<sup>nd</sup> July, 2017 :**

Name Of Members	Category	Position in the Committee	No of Meeting Attended	
			Held	Attended
Mr. Arvind Dham	Non Executive Director	Chairman	0	0
Mr. Sanjay Chhabra	Independent Director	Member	0	0
Mr. Rajeev Kumar Thakur	Independent Director	Member	0	0

Apart from the members of the Committee, the Audit Committee meetings were attended by the CFO & Senior Manager, Finance; Company Secretary attended the meetings as the Secretary to the Committee.

The role and responsibilities of Audit Committees as specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, 31st May, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors and their Committees stand suspended.

**The Company Secretary acts as the Secretary of the Audit Committee.**

The constitution of the Audit Committee meets the requirement of Section 139 of the Companies Act, 2013 and the Regulation 18 of SEBI LODR Regulations, 2015. The power and role of the Audit Committee is as per the guidelines set out in the SEBI LODR Regulations, 2015 and as prescribed under Section 177 of the Companies Act, 2013.

## **TERM OF REFERENCE**

The terms of reference of the audit committee are broadly as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary; Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department,
- Staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower Mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- To mandatorily review the following information:
  - ❖ Management discussion and analysis of financial condition and results of operations;



- ❖ Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- ❖ Management letters/letters of internal control weaknesses issued by the statutory auditors; Internal audit reports relating to internal control weaknesses; and
- ❖ The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.

## **II. HUMAN RESOURCES, NOMINATION & REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee (NR Committee) of the Company is constituted in line with the provisions of Regulation 19 of SEBI LODR Regulations Listing Agreement entered into with the stock exchanges read with Section 178 of the Companies Act, 2013.

The role and responsibilities of the Committees specified in regulations 19 of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, 31st May, 2018 after the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional and powers of the Board of Directors stand suspended.

Before the Commencement of Corporate Insolvency Resolution Process (CIRP), the committee met one (1) times on, **07<sup>th</sup> July, 2017** during the year under review the attendance of members at the meetings was as follows:

Name Of Members	Category	Position in the Committee	No of Meeting Attended	
			Held	Attended
Mr. Sanjay Chhabra	Independent Director	Chairman	1	1
Mr. B. Lugani*	Independent Director	Member	1	1
Mr. Rajeev Kumar Thakur	Independent Director	Member	1	1

\* Mr. B. Lugani resigned from the office of Director of the Company w.e.f. 22<sup>nd</sup> July, 2017.

**The Board of Directors of the Company has reconstituted the Human Resources, Nomination & Remuneration Committee in its meeting held on 22<sup>nd</sup> July, 2017 :**

Name Of Members	Category	Position in the Committee	No of Meeting Attended	
			Held	Attended
Mr. Sanjay Chhabra	Independent Director	Chairman	0	0
Mr. Arvind Dham	Non Executive Director	Member	0	0
Mr. Rajeev Kumar Thakur	Independent Director	Member	0	0

## **TERMS OF REFERENCE**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors;
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

#### **PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTOR**

The Independent Directors comply with the definition of Independent Directors as given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. While appointing/re-appointing any Independent Directors/Non-Executive Directors on the Board, the Nomination & Remuneration Committee considers the criteria as laid down in the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

All the Independent Directors give a certificate confirming that they meet the "independence criteria" as mentioned in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### **IIA. REMUNERATION OF DIRECTORS**

##### **REMUNERATION POLICY**

The Company's remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice. The remuneration of the Vice Chairman cum Managing Director, Managing Director, Key Managerial Personnel and Senior Management Personnel's of the Company is reviewed and recommended by Committee, based on criteria such as industry benchmarks, the Company's performance vis-a-vis the industry, responsibilities shouldered, performance/track record, macro-economic review on remuneration packages of heads of other organizations. The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration. Annual increments are decided by the Remuneration Committee within the salary scale approved by the Members.

The sitting fees paid/payable to the non Whole-time directors is excluded whilst calculating the limits of remuneration in accordance with Section 197 of the Act. The Company also reimburses out-of-pocket expenses to Directors attending meetings held at a city other than the one in which the Directors reside.

Remuneration of employees largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by them, their individual performances, etc. The annual variable pay of senior managers is linked to the Company's performance in general and their individual performance for the relevant year is measured against specific major performance areas which are closely aligned to the Company's objectives.

The Company does not have any Employee Stock Option Scheme.

There were no other pecuniary relationships or transactions of the Non Executive Directors with the Company.

#### **NON – EXECUTIVE DIRECTORS COMPENSATION & DISCLOSURES**

The details of the remuneration paid to the Non Executive Director provided as per accounts for the financial ended on March 31, 2018 are given below:-

(Amount in Rs.)

S. No.	Non Executive Director	Sitting Fee	Commission	Total
1	Mr. Sanjay Chhabra	2,00,000	–	2,00,000
2	Mr. Rajeev Kumar Thakur	2,00,000	–	2,00,000
3	Mr. Mukesh Kumar Gupta (LIC Nominee Director)	1,00,000	–	1,00,000

4	Mrs. Madhu Vij	1,50,000	–	1,50,000
5	Mr. Gautam Malhotra	–	–	–
6	Mr. Arvind Dham	–	–	–

**Note:** During the year under review Mr. Gautam Malhotra resigned from the office of Director w.e.f. 23rd May, 2018 & Mrs. Madhu Vij resigned from the office of Director w.e.f. 21st September, 2017.

**REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**

**(Rupees In Lakhs)**

S.No	Particulars of Remuneration	Name of Managing Director / Whole-time Director		Total Amount
		Mr. John Ernest Flintham	Mr. Gautam Malhotra	
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	49.69	–	49.69
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	<b>Total (A)</b>	<b>49.69</b>	<b>–</b>	<b>49.69</b>

**III. STAKEHOLDERS RELATIONSHIP COMMITTEE**

Before the Commencement of Corporate Insolvency Resolution Process (CIRP) In terms of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations., the Board has constituted the Stakeholders' Relationship Committee.

The committee met two (2) times on, **29th May, 2017 and 22<sup>nd</sup> July, 2017**, All the members were present in the meeting held during the year. During the year under review the attendance of members at the meetings was as follows:

Name of Members	Category	Position in the Committee	No of Meeting Attended	
			Held	Attended
Mr. Rajeev Kumar Thakur	Independent Director	Chairman	2	2
Mr. B. Lugani*	Independent Director	Member	2	2
Mr. Sanjay Chhabra	Independent Director	Member	2	2

\* Mr. B. Lugani resigned from the office of Director of the Company w.e.f. **22<sup>nd</sup> July, 2017**.

**Further the Board of Directors of the Company has reconstituted the Stakeholders Relationship Committee in its meeting held on 22<sup>nd</sup> July, 2017.**

Name of Members	Category	Position in the Committee	No of Meeting Attended	
			Held	Attended
Mr. Rajeev Kumar Thakur	Independent Director	Chairman	2	2
Mr. Sanjay Chhabra	Independent Director	Member	2	2

**TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, INCLUDES THE FOLLOWING:**

- Oversee and review all matters connected with the transfer of the Company's securities
- Monitor remedy of investors' / shareholders' / security holders' grievances
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable.

**STATUS OF INVESTORS COMPLAINTS**

Details of investor complaints received and redressed during the financial year 2017- 18 are as follows:

Complaints Received From	Investor Complaints pending at the beginning i.e 01.04.2017	Received during the Period Ended	Disposed Off during Period Ended	Unresolved as at 31.03.2018
SEBI	5	4	9	NIL
BSE/NSE	NIL	1	1	NIL
Shareholders/Investors	NIL	1	1	NIL

**IV. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The Company proactively reviews its governance practices and standards inter alia considering best practices and regulatory developments.

**Constitution of 'Corporate Social Responsibility Committee':** Considering the work being done by the Company on social front, the Company's Board has constituted a 'Corporate Social Responsibility Committee' (CSR Committee). CSR Committee is primarily responsible for formulating and monitoring the implementation of the framework of corporate social responsibility policy, other policies under Business Responsibility Policy Manual and to look into sustainability matters and matters related to overall governance.

The Board of Directors of the Company has reconstituted the Corporate Social Responsibility Committee in its meeting held on 22nd July, 2017. The Committee comprises of three members under chairmanship of Mr. Rajiv Kumar Thakur and other members in the committee are Mr. Gautam Malhotra and Mr. Sanjay Chhabra. During the period, the committee met One time. All the members were present in the meetings held during the period.

After the Commencement of Corporate Insolvency Resolution Process (CIRP) Role & Responsibility of Finance Committee shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

**TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, INCLUDES THE FOLLOWING:**

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the implementation of the framework of the CSR Policy;
- To oversee the implementation of policies.

**V. FINANCE COMMITTEE**

The Board of Directors has re-constituted the Finance Committee comprising of Mr. Arvind Dham (Chairman), and Mr. Gautam Malhotra.

Further Mr. Gautam Malhotra resigned from the office of the Directors w.e.f. 23rd May, 2018.

**TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, INCLUDES THE FOLLOWING:**

- Review the Company's financial policies, risk assessment and minimization procedures, strategies and capital structure, working capital and cash flow management, and make such reports and recommendations to the Board with respect thereto, as it may deem advisable;
- Review banking arrangements and cash management;
- Exercise all powers to borrow money (otherwise than by issue of debentures) within limits approved by the Board, and take necessary actions connected therewith, including refinancing for optimization of borrowing costs ;
- Give guarantees/issue letters of comfort/providing securities within the limits approved by the Board ;
- Borrow money by way of loan and/or issue and allot bonds/notes denominated in one or more foreign currencies in international markets for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes, including working capital requirements and possible strategic investments within limits approved by the Board;
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable ;
- Other transactions or financial issues that the Board may desire to have them reviewed by the Finance Committee;
- Delegate authorities from time to time to the executives/ authorized persons to implement the Committee's decisions;
- Review regularly and make recommendations about changes to the charter of the Committee.

**VI. SEXUAL HARASSMENT COMMITTEE**

As per the requirement of Sexual Harassment of Women at workplace (Prevention), Prohibition and Redresal Act, 2013, Company has duly constituted Sexual Harassment Committee, comprising of the following members:-

- |    |                     |   |                       |
|----|---------------------|---|-----------------------|
| 1. | Ms. Anuradha Kapur  | – | The Presiding Officer |
| 2. | Mr. Vinod Kr. Uppal | – | Finance Department    |
| 3. | Mr. Rajesh Soni     | – | HR Department         |
| 4. | Ms. Sonal Choudhary | – | HR Department         |

The Committee met 1 (One) time. All the members were present in all the meetings held during the period.

The Company is totally committed in providing an environment that is free from discrimination and harassment. We recognize the rights of our employees and provide forums, support groups and policies to hear and address their issues, concerns and resolve them in a fair and transparent manner. Our Sexual Harassment Committee members helps employees express their grievances and address them in a fair and objective manner. The cases are patiently heard and resolved by a unbiased group. We have a whistle blower policy as well that assures complete anonymity and confidentiality of information to the reporting individual.

**VII. RISK MANAGEMENT COMMITTEE**

The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. The Board of Directors has constituted Risk Management Committee comprising of following directors:-

- |    |                         |   |             |
|----|-------------------------|---|-------------|
| 1. | Mr. Arvind Dham         | – | Chairperson |
| 2. | Mr. Gautam Malhotra     | – | Member      |
| 3. | Mr. Rajeev Kumar Thakur | – | Member      |

During the period, the committee met 2 (two) times. All the members were present in all the meetings held during the period and Mr. Gautam Malhotra resigned from the directorship of the Company w.e.f. 23rd May, 2018.

The purpose of the Committee is to assist the board in fulfilling its Corporate Governance duties by overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. The Committee has the overall responsibility of monitoring and approving the risk policies and associated practices of the

Company. The Risk Management Committee is also responsible for reviewing and approving the risk disclosure statements in any public documents or disclosure.

#### **4. SUBSIDIARY COMPANIES**

All the Subsidiary Companies of the Company are board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stockholders. The Company does not have any material non-listed Indian Subsidiary Company and hence, it is not required to have an Independent Director of the Company on the Board of such subsidiary Company in terms of Regulation 24 of SEBI LODR Regulations, 2015. As a majority stockholder, the Company nominates its representatives on the Boards of Subsidiary Companies and monitors the performance of such Companies inter alia, by the following mean:

- a) Financial Statements, in particular the investments made by the unlisted Subsidiary Companies, are reviewed quarterly by the Audit Committee of the Company.
- b) All minutes of the meetings of the unlisted Subsidiary Companies are placed before the Company's Board regularly.
- c) A statement containing all significant transactions and arrangements entered into by the unlisted Subsidiary Companies is placed before the Company's Board.

#### **MATERIAL SUBSIDIARY POLICY**

The Board of Directors of Amtek Auto Limited has adopted the policy and procedures with regard to determination of Material Subsidiaries. The Board may review and amend this policy from time to time. The same is available at the Company's website ([www.amtek.com](http://www.amtek.com))

#### **5. RELATED PARTY TRANSACTIONS**

The Company usually enters into the transactions with its Related parties (i.e. Its Subsidiaries, Overseas subsidiaries, Subsidiaries of subsidiaries, joint ventures, joint ventures of subsidiaries, associates and Key Management Personnel etc.). The Policy for Related Party Transactions is also adopted by the Board and the same is available at the Company's website ([www.amtek.com](http://www.amtek.com))

#### **6. MEANS OF COMMUNICATION:**

➤ **QUARTERLY RESULTS:**

The Company's Results for quarter ended 30<sup>th</sup> June 2017, 30<sup>th</sup> September, 2017 31<sup>st</sup> December, 2017 & 31<sup>st</sup> March, 2018 are sent to the Stock Exchanges and have been published in English and Hindi newspapers (viz The Pioneer and Hari Bhoomi). Simultaneously, they are also put up on the Company's website ([www.amtek.com](http://www.amtek.com)).

➤ **NEWS RELEASES:**

Official news releases are sent to Stock Exchanges and are displayed on its website ([www.amtek.com](http://www.amtek.com)).

➤ **PRESENTATIONS TO INSTITUTIONAL INVESTORS / ANALYSTS:**

Detailed presentations are made to institutional investors and financial analysts on the Company's quarterly as well as annual financial results and detailed presentations have been uploaded on the Company's website ([www.amtek.com](http://www.amtek.com)).

➤ **WEBSITE:**

The Company's website ([www.amtek.com](http://www.amtek.com)) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

➤ **NSE ELECTRONIC APPLICATION PROCESSING SYSTEM (NEAPS):**

The NEAPS is a web-based application designed by NSE for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints and Corporate Announcement are filed electronically on NEAPS.

➤ **BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE 'LISTING CENTRE'):**

BSE's Listing Centre is a web-based application designed for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints and Corporate Announcement are also filed electronically on the Listing Centre.

**7. GENERAL BODY MEETINGS**

● **ANNUAL GENERAL MEETINGS**

The last three Annual General Meetings were held as under:-

Year	Location	Date	Time	Special Resolutions passed
2016-2017	Plot No. 16, Industrial Estate, Rozka Meo, Sohna, Mewat-122103	30.11.2017	10:30 A.M.	Nil
2015-2016	Plot No. 16, Industrial Estate, Rozka Meo, Sohna, Mewat-122103	30.09.2016	9.30 A.M.	<ol style="list-style-type: none"> <li>1. Approval of Related Party Transactions</li> <li>2. To alter the Articles of Association of the Company</li> <li>3. To approve of Conversion of loan into Equity</li> </ol>
2014-2015	Plot No. 16, Industrial Estate, Rozka Meo, Sohna, Mewat-122103	31.12.2015	9.30 A.M.	<ol style="list-style-type: none"> <li>1. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013;</li> <li>2. Approval of Related Party Transactions;</li> </ol>

❖ **POSTAL BALLOT HELD DURING THE FINANCIAL YEAR 2017-18**

No postal ballot was conducted during the financial year 2017-18. There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a special resolution through postal ballot.

❖ **EXTRAORDINARY GENERAL MEETINGS**

During the period under review 1 (One) Extraordinary General Meeting of the Members of the Company was held on 7<sup>th</sup> July, 2017 for the purpose of issuance of equity shares on preferential basis .

**8. GENERAL SHAREHOLDERS INFORMATION**

**A. ANNUAL GENERAL MEETING**

Date	Day	Time & Venue
27.02.2019	Wednesday	10:30 A.M Plot No. 16 Industrial Estates, Rozka-Meo, Sohna, Distt-Mewat (Haryana)-122 003

**B FINANCIAL CALENDER FOR F.Y.- 2017-18**

Particulars	Date
Financial year	April 1, 2018 to March 31, 2019
First Quarter Results	Mid August, 2018
Second Quarter Results	Mid November, 2018
Third Quarter Results	Mid February, 2019
Fourth Quarter Results	End of May, 2019

**C. DATE OF BOOK CLOSURE**

Monday ,25 <sup>th</sup> February, 2019	Wednesday, 27 <sup>th</sup> February, 2019
(both days inclusive)	

**D. LISTING ON STOCK EXCHANGES**

- i. The Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.
- ii. **Debt Securities**  
 The Debt Securities are Listed on BSE Limited. The Wholesale Debt Market (WDM) Segment of BSE.
- iii. **Debenture Trustee**  
 Axis Trustee Services Limited  
 Bombay Dyeing Mills Compound,  
 Pandurang Budhkar Marg, Worli Mumbai-400 025

**E. STOCK CODE**

Particulars	Codes
BSE Limited	520077
National Stock Exchange of India Limited	AMTEKAUTO
ISIN NO. for dematerialized shares	INE 130C01021

**F. STOCK MARKET DATA**

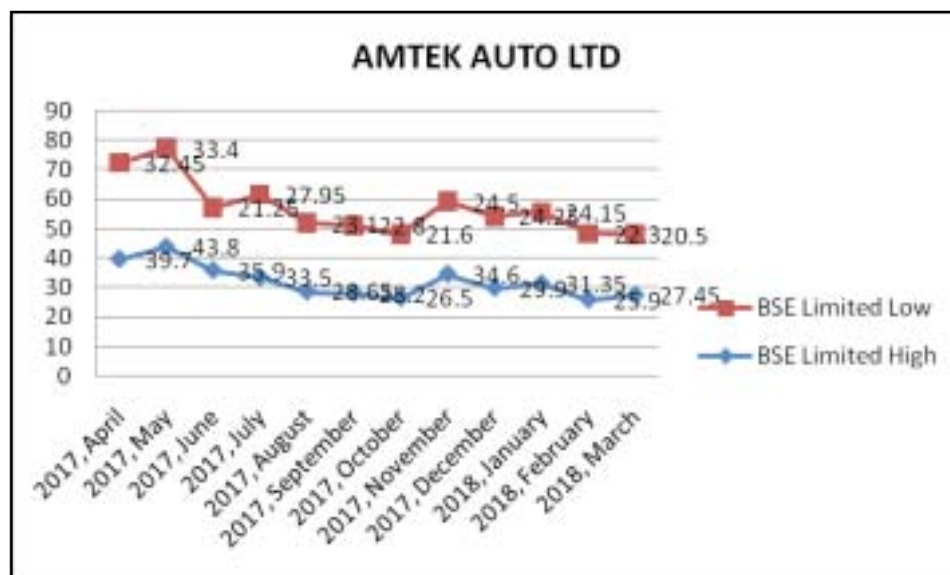
Monthly high and low quotations of shares traded at BSE Limited and National Stock Exchange of India Limited.

Month	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
2017, April	39.7	32.45	34.3	33.05
2017, May	43.8	33.4	44	34.05
2017, June	35.9	21.25	35.95	31
2017, July	33.5	27.95	33.35	28.2
2017, August	28.65	23.1	28.75	26.3
2017, September	28.2	22.8	26.95	23
2017, October	26.5	21.6	23.4	24.4

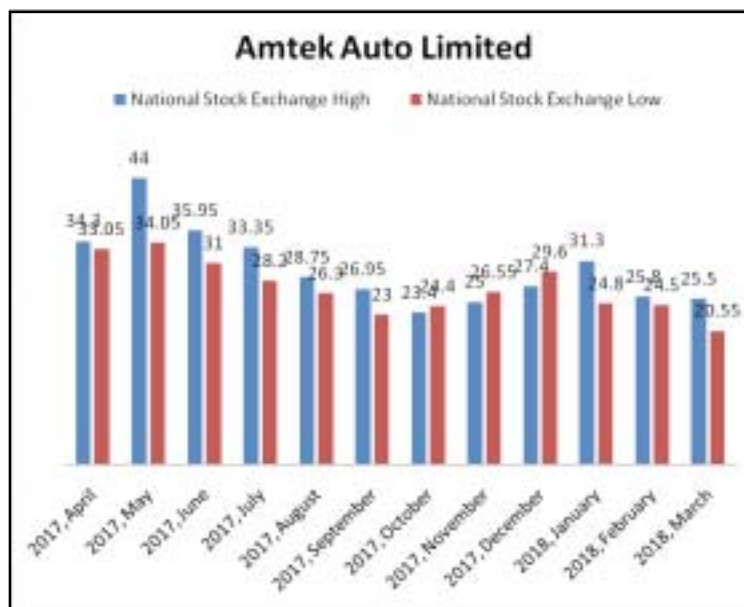


2017, November	34.6	24.5	25	26.55
2017, December	29.9	24.25	27.4	29.6
2018, January	31.35	24.15	31.3	24.8
2018, February	25.9	22.3	25.8	24.5
2018, March	27.45	20.5	25.50	20.55

#### BSE HIGH-LOW CHART



#### NSE HIGH-LOW CHART



## G. REGISTRAR AND SHARE TRANSFER AGENTS

**Beetal Financial & Computer Services Private Limited**  
 BEETAL HOUSE, 3<sup>rd</sup> Floor, 99, Madangir, B/h. L.S.C New Delhi-110062  
 Phone No. : 011-29961281-8283 Fax No. : 011-29961284  
 E-mail: beetalrta@gmail.com

## H. SHARE TRANSFER SYSTEM

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is available to the members as the Company is registered with both the Depositories namely NSDL and CDSL. Share Transfer documents for physical transfer for dematerialization of shares may be sent to Company's Registrar and Share Transfer Agents.

## I. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2018

No. of Shares held (Rs.2/- paid up)	Number of Shareholders	No. of Shares	% of Total	Total (in Rs.)	% of Total Shareholding
Up to 5000	82580	31548767	93.41	63097534	12.70
5001 10000	3185	11913015	3.60	23826030	4.79
10001 20000	1430	10876830	1.61	21753660	4.38
20001 30000	430	5417654	0.48	10835308	2.18
30001 40000	225	4071524	0.25	8143048	1.64
40001 50000	131	2986781	0.14	5973562	1.20
50001 100000	233	8317768	0.26	16635536	3.35
100001 Above	184	173123089	0.20	346246178	69.73
<b>TOTAL</b>	<b>88398</b>	<b>248255428</b>	<b>100.00</b>	<b>496510856</b>	<b>100.00</b>

## J. THE SHAREHOLDING PATTERN AS ON MARCH 31, 2018

CODE	DESCRIPTION	NUMBER OF HOLDERS	NUMBER OF SHARES	%
A01A	INDIAN PROMOTERS – INDIVIDUAL/HUF	4	2797240	1.13
A01D	CORPORATE BODIES – PROMOTER GROUPS	8	127283679	51.27
B01A	MUTUAL FUNDS	0	0	0
B01E	FOREIGN PORTFOLIO INVESTORS	37	7003538	2.82
B01F	FINANCIAL INSTITUTIONS/BANKS	2	84390	0.03
B01G	INSURANCE COMPANIES	2	8437902	3.40
B01I	FOREIGN FINANCIAL INSTITUTIONS/BANKS	1	4551	0.001
B03A	RESIDENT INDIVIDUAL	84507	76528810	30.82
B03E	BODIES CORPORATE	738	19133390	7.70
B03F	TRUSTS	2	14521	0.0058
B03H	CLEARING MEMBER	107	745633	0.3003
B03I	NRI-NON-REPARTRIABLE	312	734242	0.29
B03J	RESIDENT INDIVIDUAL - HUF	1750	2737400	1.10
B03K	NRI-REPARTRIABLE	928	2750132	0.85
	<b>TOTAL</b>	<b>88398</b>	<b>248255428</b>	<b>100</b>

**K. DEMATERIALISATION OF SHARES AND LIQUIDITY:**

The dematerialization facility exists with both the NSDL and CDSL for the convenience of shareholders. As on 31<sup>st</sup> March, 2018, 227775459 Equity Shares representing 99.80 % of our Company's Equity Shares Capital have been de-materialized.

**L. LIQUIDITY**

The Company's Equity share is among the most liquid and actively traded shares on BSE & NSE. Amtek's shares consistently rank among the top few frequently traded shares, both in terms of the number of shares traded as well as value. Relevant data for the average daily turnover for the period under review is given below:

Relevant data for the average daily turnover for the period under review is given below:

	<b>BSE</b>	<b>NSE</b>	<b>TOTAL</b>
Shares (nos.)	408274.40	1685182	2093456.4
Value (in Rs.)	12608192.25	51554227.38	64162419.6

**M. OUTSTANDING GDRS/ADRS/ WARRANTS/ OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

As on date, there are no outstanding GDRs/ADRs/Warrants/ or any other Convertible instruments.

**N. COMMODITY PRICE RISK / FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

The nature of business of the Company does not involve any risks/require hedging activities.

**O. PLANT LOCATION**

The Company's plants are located in the State of Haryana, Maharashtra, Gujarat, Himachal Pradesh, Tamil Nadu, Madhya Pradesh and Uttaranchal.

**P. INVESTORS CORRESPONDENCE MAY BE ADDRESSED TO :-**

<b>Mr. Rajeev Raj Kumar</b>	<b>Beetal Financial &amp; Computer Services Private Limited</b>
GM (Legal & Company Secretary) 3, LSC, Pamposh Enclave, Greater Kailash-1, New Delhi- 1100048 Ph.: -011-42344444, Fax:- E-mail Id:- investors.relation@amtek.com	(Registrar & Shares Transfer & Agent) BEETAL HOUSE, 3rd Floor, 99, Madangir, B/h. L.S.C, New Delhi-110062 Phone No. : 011-29961281-8283 Fax No. : 011-29961284 E-mail Id : beetalrta@gmail.com

**9. DISCLOSURES**

**1. RELATED PARTY TRANSACTIONS**

Details of related party transactions entered into by the Company are included in the Notes to Accounts. Material individual transactions with related parties are in the normal course of business on an arm's length basis and do not have potential conflict with the interests of the Company at large. Transactions with related parties entered into by the Company in the normal course of business are placed before the Audit Committee.

**2. DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of financial statements for the period ended on 31st March, 2018; there was no treatment different from that prescribed in an accounting standard that had been followed.

**3. DETAILS OF NON-COMPLIANCE BY THE COMPANY**

There were no instances of non-compliance by the Company and no penalties, or strictures were imposed on the Company by Stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

## **10. MANAGEMENT**

- (a) As part of the directors' report or as an addition thereto, a Management Discussion and Analysis report should form part of this Annual Report for the shareholders. This Management Discussion & Analysis should include discussion on the following matters within the limits set by the company's competitive position:
- Industry structure and developments.
  - Opportunities and Threats.
  - Segment-wise or product-wise performance.
  - Segment-wise or product-wise performance.
  - Risks and concerns.
  - Internal control systems and their adequacy.
  - Discussion on financial performance with respect to operational performance
  - Material developments in Human Resources / Industrial Relations front, including number of people employed
- (b) The Code of Conduct for the Board of Directors and the senior management have been disclosed on the website of the Company.

## **11. SHAREHOLDERS**

- Quarterly results and presentations made by the company to analysts/investors have been uploaded on Company's web-site.
- Stakeholders Relationship Committee (formerly known as Shareholders Grievances Committee) has already been constituted.

## **12. DISCLOSURE OF RESIGNATION OF DIRECTORS**

The Company adopts the policy to disclose and upload the letter of resignation along with the detailed reasons provided by the director on its website within one working day from the date of receipt of the letter of resignation.

## **13. DISCLOSURE OF FORMAL LETTER OF APPOINTMENT**

The Company adopts the policy to disclose and upload the letter of appointment of the independent Director along with the detailed profile on its website within one working day from the date of such appointment.

## **14. DISCLOSURE IN THE ANNUAL REPORT**

- The details of the establishment of vigil mechanism will be disclosed on its website ([www.amtek.com](http://www.amtek.com)) .
- The Company have already disclosed the remuneration policy and evaluation criteria in this annual report.

## **15. PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES**

During the period under review, Company has made preferential Allotment, the details of the same are included in Board's Report, Further no proceeds have been received through public issue & right issue etc.

## **16. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON MANDATORY REQUIREMENTS**

The Company has complied with all mandatory requirements of the SEBI Listing Regulations. The Company has adopted the following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

### **(c) MODIFIED OPINION(S) IN AUDIT REPORT :**

The Company is in the regime of financial statements with modified audit opinion. The details of the same are given in Auditor's Report which form part of this Report.

**(d) SEPARATE POSTS OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

The Chairman is not the Chief Executive Officer of the Company.

**(e) REPORTING OF INTERNAL AUDITOR**

The Internal Auditor reports directly to the Audit Committee.

**17. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PARA C TO SCHEDULE V OF THE LISTING REGULATIONS:**

The Company has complied with all the requirements in this regards, to the extent applicable.

**18. DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF THE LISTING REGULATIONS:**

S.No.	Particulars	Regulation	Compliance Status Yes/No./N.A.	Compliance observed for the following:
1	Board of Directors	17	Yes	1) Composition 2) Meetings 3) Review of Compliance reports 4) Plans for orderly succession for appointments 5) Code of Conduct 6) Fees/compensation to Non- Executive Directors 7) Minimum information to be placed before the Board 8) Compliance Certificate 9) Risk Assessment & Management 10) Performance Evaluation of Independent Director
2	Audit Committee	18	Yes	1) Composition 2) Meetings 3) Power of the Committee 4) Role of the Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	1) Composition 2) Role of the Committee
4	Stakeholders' Relationship Committee	20	Yes	1) Composition 2) Role of the Committee
5	Risk Management Committee	21	Yes	1) Composition 2) Role of the Committee
6	Vigil Mechanism	22	Yes	1) Formulation of Vigil Mechanism for Directors and employees 2) Director access to Chairman of Audit Committee

7	Related Party Transactions	23	Yes	<ol style="list-style-type: none"> <li>1) Policy on Materiality of Materiality of Related Party</li> <li>2) TransactionsApproval including omnibus approval of Audit CommitteeApproval for Material related party transactions</li> </ol>
8	Subsidiaries of the Company	24	Yes	<ol style="list-style-type: none"> <li>1) Composition of Board of Directors of unlisted material subsidiary</li> <li>2) Review of financial statements of unlisted subsidiary by the Audit Committee</li> <li>3) Significant transactions and arrangements of unlisted subsidiary</li> </ol>
9	Obligations with respect to Independent Directors	25	Yes 3)	<ol style="list-style-type: none"> <li>1) Maximum Directorships and Tenure</li> <li>2) Meetings of Independent Director Familiarization of Independent Directors</li> </ol>
10	Obligations with respect to In Directors and Senior Management	26	Yes	<ol style="list-style-type: none"> <li>1) Memberships/Chairmanships in Committee</li> <li>2) Affirmation on Compliance of Code of Conduct of Directors and Senior management</li> <li>3) Disclosure of shareholding by non-executive directors</li> <li>4) Disclosure by senior management of about potential conflicts of interest</li> </ol>
11	Other Corporate Governance Requirements	27	Yes	Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)	Yes	<ol style="list-style-type: none"> <li>1) Terms and conditions for appointment of Independent Directors</li> <li>2) Compositions of various Committees of the Board of Directors</li> <li>3) Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>4) Details of establishment of Vigil Mechanism/ Whistle Blower policy</li> <li>5) Policy on dealing with Related Party Transactions</li> <li>6) Policy for determining material subsidiaries</li> <li>7) Details of familiarisation programmes imparted to Independent Directors</li> </ol>

#### **19. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Audit Committee has established a Vigil, which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee.

## **20. CODE OF CONDUCT**

The Code of Business Conduct and Ethics for Directors/Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centers around the following theme: 'The Company's Board and Management Personnel are responsible for, and are committed to, setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit'. A copy of the Code has been put on the Company's website (www.amtek.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Company Secretary is published in this Report.

## **21. CEO/CFO CERTIFICATION**

The Insolvency Professional and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI LODR Regulations. The Insolvency Professional and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Whole-time Director and the Chief Financial Officer is published in this Report.

## **22. COMPLIANCE CERTIFICATE OF THE AUDITORS**

Certificate from the M/s. S. Khurana & Associates, Practicing Company Secretaries, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the SEBI LODR Regulations, is annexed to the Corporate Governance Report forming part of the Annual Report.

## **23. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES)**

Pursuant to Regulation 39 of the Listing Regulations, The disclosure as required under schedule V of the Listing Regulations is given below:

- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – Nil
- b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – Nil
- c) Number of shareholders to whom shares were transferred from suspense account during the year – Nil
- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – Nil
- e) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares – NA

**By Order of the Board  
For AMTEK AUTO LIMITED**

**Date : 22.01.2019**  
**Place : New Delhi**

**(Arvind Dham)**  
**DIN No. 00047217**  
**Chairman**

### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

As required under Schedule V of SEBI LODR Regulations 2015, it is hereby confirmed that for the year ended 31st March, 2018, the Company Secretary of Amtek Auto Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Employee Code of Conduct, as applicable to them

Place : New Delhi  
Date : 22.01.2019

Rajeev Raj Kumar  
Company Secretary

### CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Shareholders  
**AMTEK AUTO LIMITED**

1. We, S.Khurana & Associates, Practicing Company Secretaries, have examined the compliance of conditions of Corporate Governance by Amtek Auto Limited ("Company"), for the year ended March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

#### MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. Our responsibility is limited to examining the procedures and Implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

#### OPINION

3. In our opinion and to the best of information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on March 31, 2018.

Further After the Commencement of Corporate Insolvency Resolution Process (CIRP) shall be fulfilled by Resolution Professional in accordance with sections 17 and 23 of Insolvency and Bankruptcy Code 2016 and powers of the Board of Directors stand suspended.

4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For S. Khurana & Associates

Place : New Delhi  
Date : 22.01.2019

Sachin Khurana  
(Practicing Company Secretary)  
C.P. No. 13212



**CEO/CFO CERTIFICATE**

(Pursuant to Regulation 17 of SEBI LODR Regulations, 2015)

**We, Vinod Uppal, Chief Financial Officer, Dinkar T. Venkatasubramanian Insolvency Professional responsible for the finance functions certify that:**

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2018 and to the best of our knowledge and belief :-
  - I. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - II. These statements together, present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018 are fraudulent, illegal or violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - I) There has not been any significant change in internal control over financial reporting during the year under reference;
  - II) That there are changes in accounting policies during the year on account of INDAS adoption and the same have been disclosed in the notes to financial statements; and
  - III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Place : New Delhi**  
**Date : 22.01.2019**

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatasubramanian**  
Insolvency Professional

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

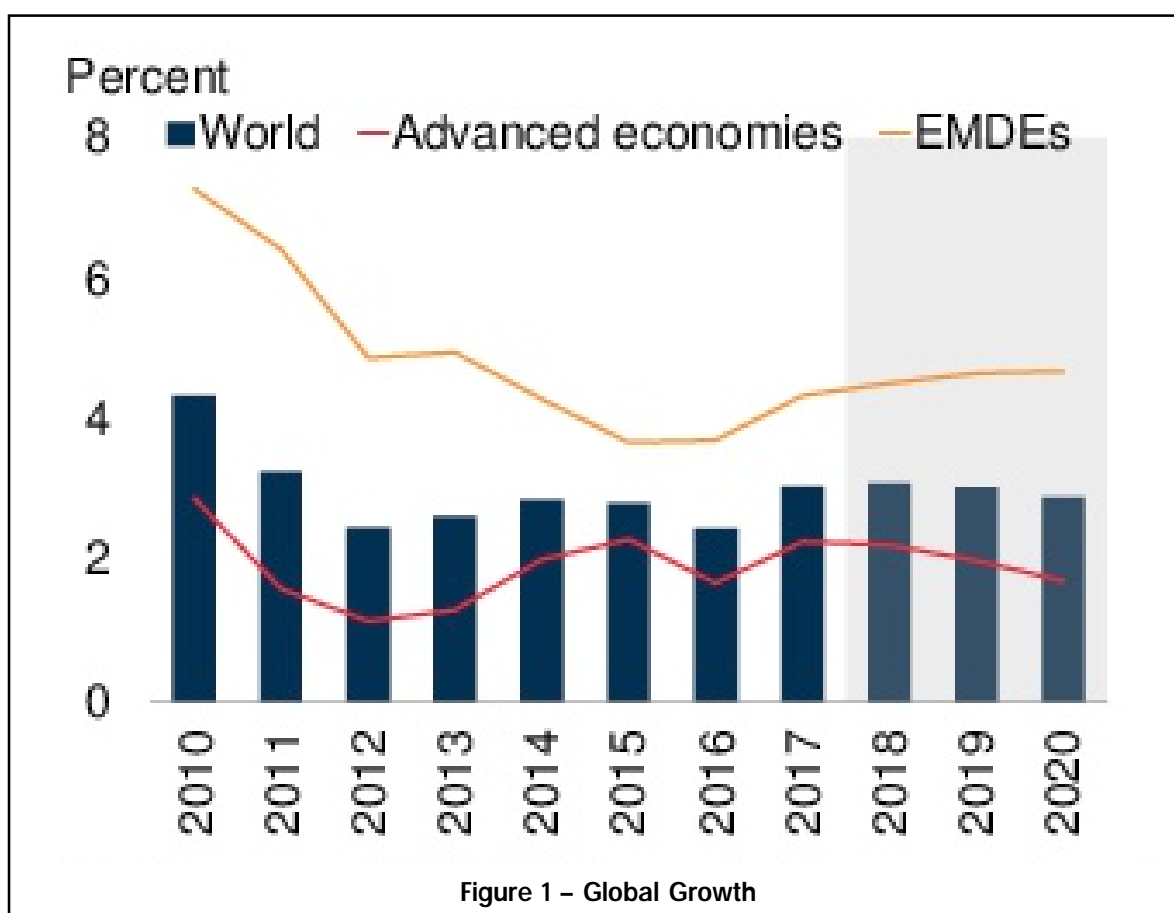
### 1. GLOBAL ECONOMIC OVERVIEW

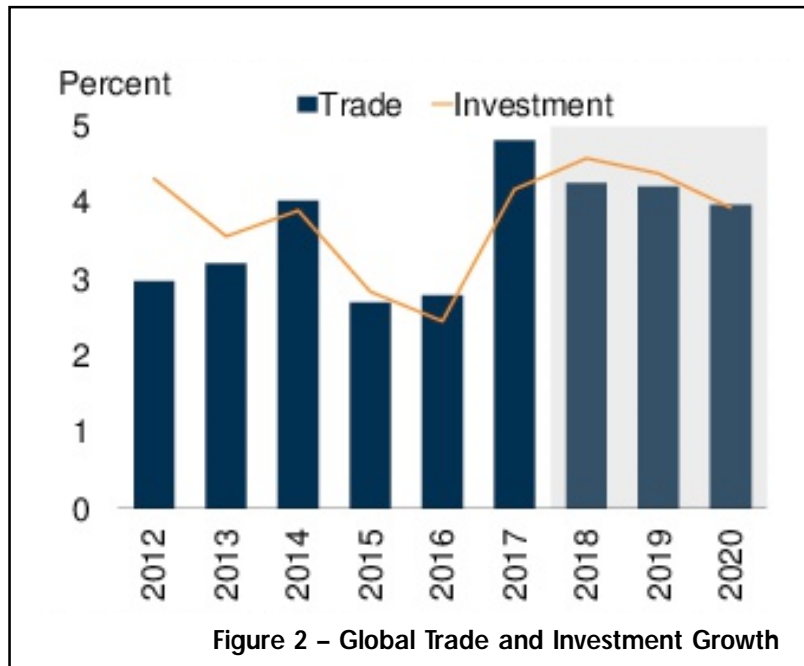
According to the International Monetary Fund (IMF), the global economy growth will inch up from 3.8% in CY17 to 3.9% in 2018 and 2019 this is the highest rate of global GDP growth after CY11. The growth happened owing to an increase in manufacturing activity, private consumption, investments and global trade. The US economy remained in robust shape, with growth in GDP, industrial production, and investment holding up well. The US growth forecast has been raised from 2.3% to 2.7% in 2018 and from 1.9% to 2.5% in 2019. In 2017, the euro zone turned in its fastest pace of growth over the last decade. Emerging markets contributed to the uptick last year, and many are on track to turn in an even better growth performance in 2018. China's growth remained robust and well-balanced across sectors and across categories of domestic demand.

According to the International Monetary Fund (IMF) corporate capital expenditure should become a more prominent growth driver, inflation is unlikely to rise much, and central banks will reduce liquidity and raise interest rates in response to better growth. Faster growth in the US, Japan, and China would largely drive global growth during 2019. An encouraging trade and investment environment, along with easing financial conditions, would also impact the global economic conditions.

#### Other Global Developments

- i. Oil witnessed a sharp increase from the levels of \$41 per barrel in 2016 to a four-year high at \$54 per barrel in 2017, driven by production cuts administered by OPEC.
- ii. US monetary measures – US Dollar appreciated on the back of rising Federal Reserve rates from 0.75-1% in March 2017 to 1.50-1.75% in March 2018.
- iii. Landmark tax reforms in the US, reducing tax rates from 35% to 21% to bolster investment and employment.



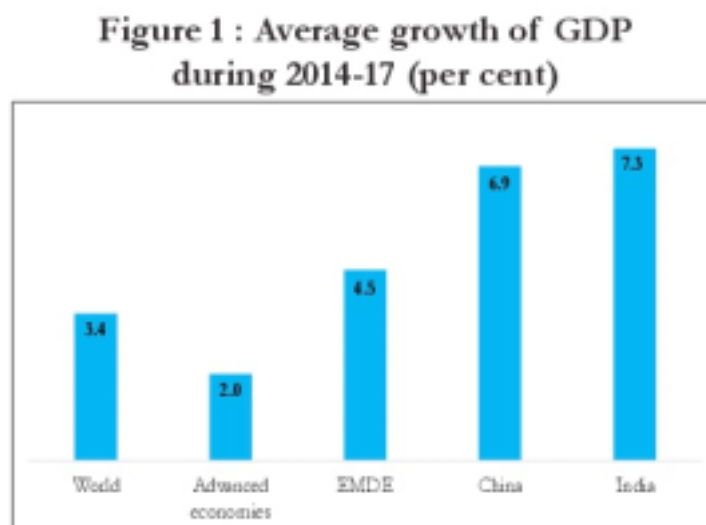


Sources: Bank for International Settlements, World Bank

## 2. INDIAN ECONOMIC OVERVIEW

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

### (AVERAGE GROWTH OF GDP DURING 2014-2017)



Source: Based on IMF's World Economic Outlook Database (October 2017)

The investment cycle exhibited a growth of 7.6% in FY18 and 14.4% in the Q-4'18. The FY18 is likely to see an improved growth of 7.5% due to transformative reforms undertaken by the Government.

India's economic fundamentals continued to improve during the year. The Index of Industrial Production (IIP) touched 4.3% during the FY18 after a robust growth of 6.2% in the Q-4'18, which was 1.9% in Q-1'18. Inflation figures are also largely in control, with the Consumer Price Inflation reducing to 3.6% in FY18 from a level of 4.5% in FY17, keeping the food prices under control. Through the year, India's foreign exchange reserves have also increased to more than US\$422 billion.

According to Department of Industrial Policy and Promotion (DIPP), the total FDI investments in India has increased to from US\$ 60 billion in 2016-17 to US\$ 61.96 billion in 2017-18, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results. The foreign exchange reserves crossed the US\$400 billion mark in September, 2017 and reached an all time high to US\$424 billion in April 2018.

The Goods and Services Tax (GST) - constitution amendment bill, passed by the government, to be implemented from July 1st, 2017 will have a significant impact on the taxation structure in the country. The GST will create a common Indian market, improve tax compliance and governance, and boost investment and growth; it is also a bold new experiment in the governance of India's cooperative federalism. The Goods and Services Tax (GST), reformed the system of indirect taxes by streamlining payments and credit and improving the efficiency of movement of goods across the country. During the year, the Government of India took various initiatives to improve the confidence in the Indian economy and boost its growth.

The 2018-19 Union Budget has emphasised on India's infrastructural requirements and the allocation on roads railways and rural infrastructure has been significant. The Budget also focused considerably on health and education sectors, which are instrumental in developing a sustainable economy and society.

**Make in India and Digital India.** Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

### **3. AUTOMOBILE INDUSTRY**

#### **3.1 Global Automobile Industry**

The worldwide automotive industry has been on its growth path for the eighth year in succession. In 2017 it added 3% and come to 96.8 million motor vehicles which includes passenger cars, commercial vehicles and buses.

For 2018 forecast is that the global automotive market will increase by around 1%, reaching almost 98 million units. The global passenger car market alone is also expected to add about 1%, to 86 million new vehicles in 2018. A look at the situation in the individual regions reveals a range of different developments.

For the United States, the last quarter of 2017 has shown strong growth that could impact early 2018 industry sales, but full-year sales volume in 2018 is expected to achieve 16.9 million units, down 1.7% from 2017. Demand remains healthy, supported by positive economic conditions and welcoming credit conditions, but an incoming flow of used vehicles and continued slowdown in passenger car sales as more consumers opt for utility vehicles are expected to lead to decline for the second year in a row.

Western Europe continues to recover, aided by lingering pent-up demand in key recovery markets, however at a much slower pace than last year. Some markets have OEM diesel incentives, which are expected to generate mild pulled-forward demand of 16.3 million units in 2018, up about 0.7% from last year.

Factoring in tax payback effects, Chinese demand will post 28.1 million units, up 0.2 % from 2017, according to the forecast. As in 2016, confirmation of 2018 vehicle tax levels will obviously have a bearing on the near-term outlook for the year.

The South Asian outlook has improved dramatically and should further recover in 2018 with an estimated rise in market by 7.3% from 2017, with India accelerating after tax reforms moving up by 11%. The forecast also indicates a decent 2018 outlook for ASEAN car markets, estimating 7% growth over last year. Japan and South Korea remain similarly impacted by regional geopolitical concerns and are expected to moderate in 2018—Japan slows 2.4 %, while Korea will likely grow 2%. Russia and Brazil turned the corner in 2017, and 2018 represents the sustainability test for both recoveries. Russia is

expected to grow by 15.9%, helped by a stronger rouble and some recovery in oil prices, but sanctions remain a key negative driver. Ongoing political troubles remain an issue, but Brazil is expected to see 12.5% growth for 2018, driven by pent-up demand and improving auto-financing conditions.

### 3.2 Indian Automobile Industry

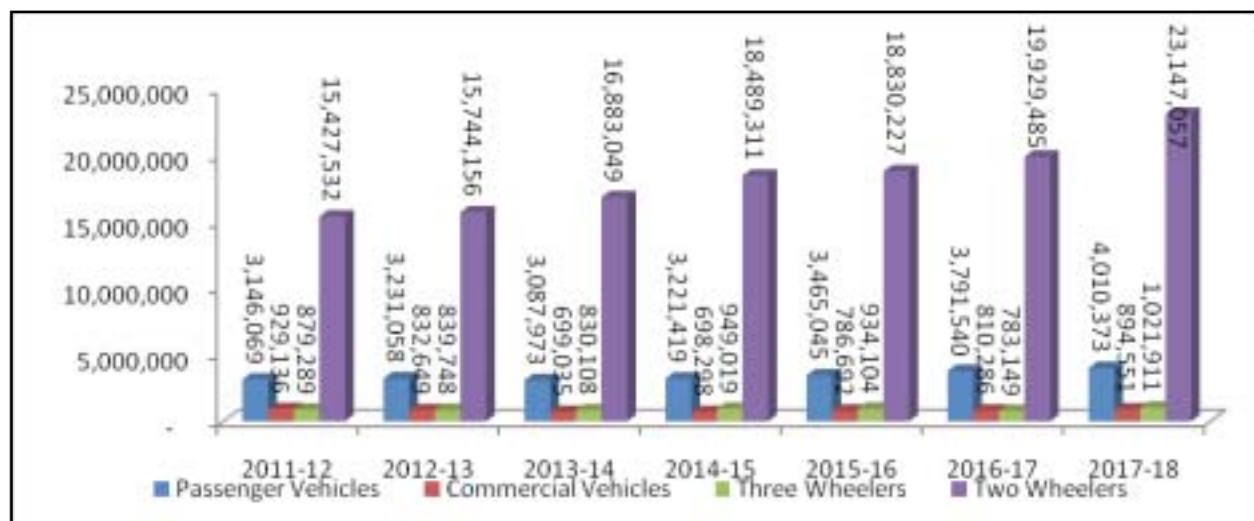
The automobile industry in India is world's fourth largest, with the country currently being the world's 4th largest manufacturer of cars and 7th largest manufacturer of commercial vehicles in 2017. Indian automotive industry (including component manufacturing) is expected to reach Rs 16.16-18.18 trillion (US\$ 251.4-282.8 billion) by 2026. Two-wheelers dominate the industry making up 81% share in the domestic automobile sales in 2017-18. Overall, Domestic automobiles sales increased at 7.01% CAGR between FY13-18 with 24.97 million vehicles getting sold in 2017-18. Indian automobile industry has received Foreign Direct Investments (FDI) worth US\$ 18.76 billion between April 2000 and March 2018.

The passenger vehicle sales in India crossed the 3.2 million units in 2017-18, and is further expected to increase to 10 million units by 2020. Auto sales witnessed a year-on-year growth rate of 18.1% across segments, driven by a 19.91% growth in passenger vehicle sales. Overall exports in 2018-19 are likely to increase to 26.73% year-on-year.

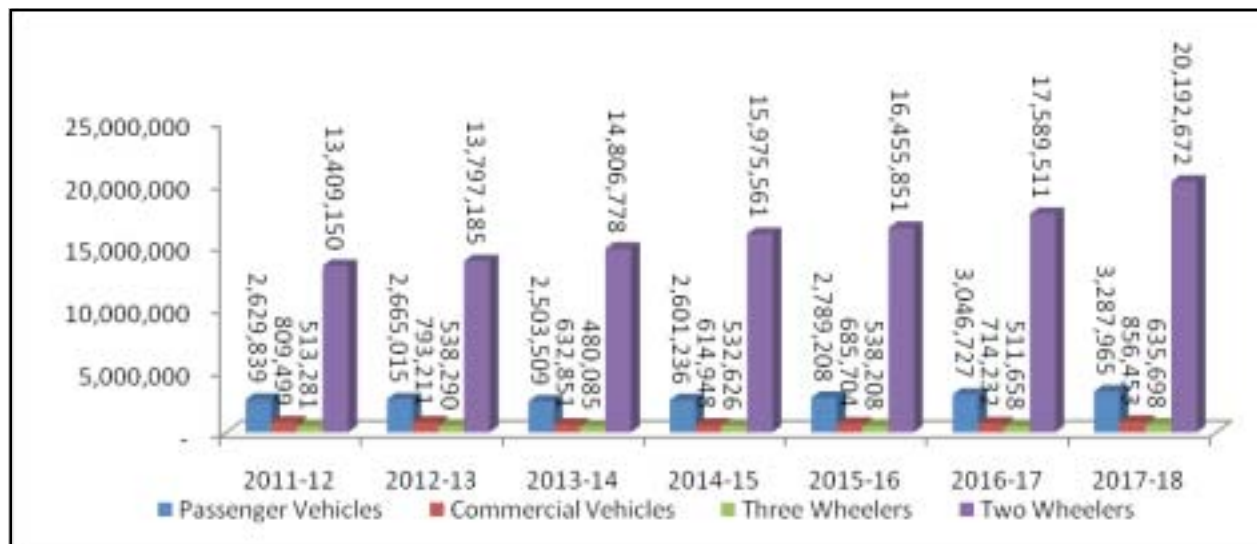
The government aims to develop India as a global manufacturing as well as a research and development (R&D) hub. It has set up National Automotive Testing and R&D Infrastructure Project (NATRiP) centres as well as a National Automotive Board to act as facilitator between the government and the industry. The Indian government has also set up an ambitious target of having only electric vehicles being sold in the country.

Alternative fuel has the potential to provide for the country's energy demand in the auto sector as the CNG distribution network in India is expected to rise to 250 cities in 2018 from 125 cities in 2014. Also, the luxury car market could register high growth and is expected to reach 150,000 units by 2020.

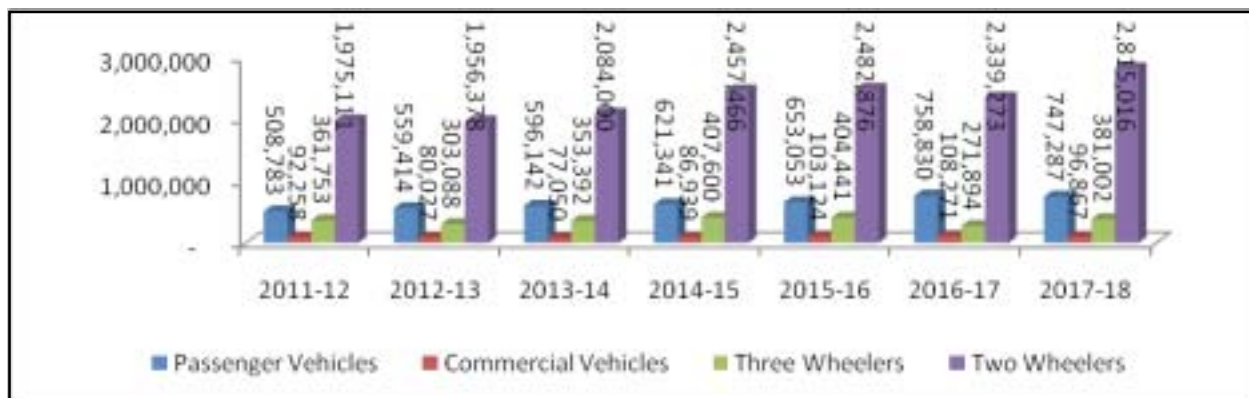
#### AUTOMOBILE PRODUCTION TRENDS



## DOMESTIC SALES TRENDS



## EXPORTS TRENDS



**Note:** Fiscal Year ending March

### 4. AUTOMOTIVE COMPONENTS INDUSTRY

The Indian auto-components market contributes almost 7% to India's GDP and employs as many as 19 million people. The auto components sector has been observing robust growth, and turnover is anticipated to reach US\$ 200 billion by 2026 from US\$ 43.5 billion in 2017. India's exports of auto components could account for as much as 26% of the market by 2021. Growth of the domestic auto components industry is expected to reach 13-15% in 2018 on the back of high growth expectation in domestic passenger vehicles and two-wheelers segments.

Favourable government policies such as Auto Policy 2002, Automotive Mission Plan 2016-2026, National Automotive Testing and R&D Infrastructure Projects (NATRIPs), have helped the Indian auto components industry achieve considerable growth.

India is emerging as global hub for auto component sourcing. A cost-effective manufacturing base keeps costs lower by 10-25% relative to operations in other countries. Relative to competitors, India is geographically closer to key automotive markets like the Middle East and Europe. Global auto component players are increasingly adopting a dual-shore manufacturing model, using overseas facilities to manufacture few types of components and Indian facilities to manufacture

## Market Size

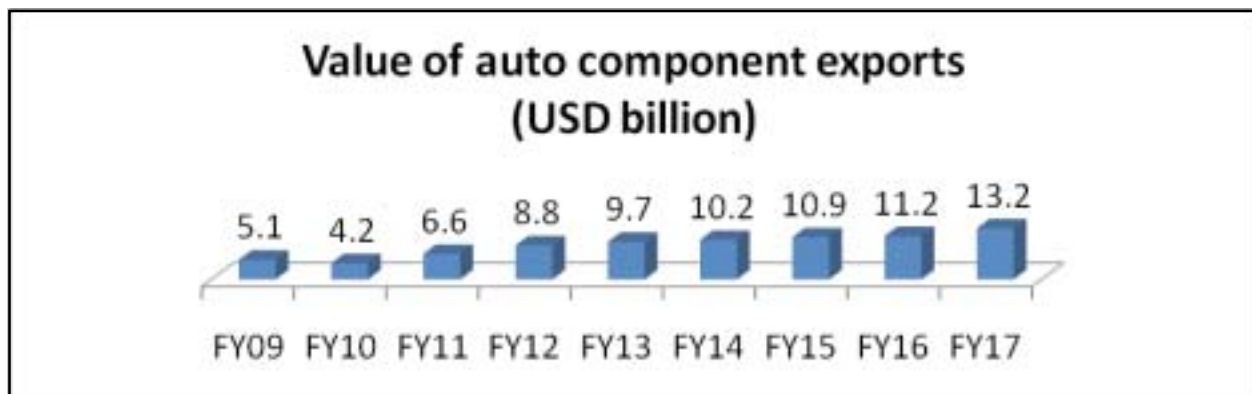
The automotive components industry has scaled from US\$ 39 billion in 2015-16 to US\$ 43.55 billion in 2016-17 while exports have grown even faster to US\$ 13.2 billion. This has been driven by strong growth in the domestic market and increasing globalisation (including exports) of several Indian suppliers.

The total value of India's automotive exports has increased to US\$ 13.2 billion in 2017-18 as compared \$11.2 billion last year. This has been driven by strong growth in the domestic market and increasing globalisation (including exports) of several Indian suppliers. Auto-component exports from India are expected to grow 7-9 per cent in FY18, backed by stronger global growth and higher exports to emerging nations. Growth is further expected to accelerate to 8-10 per cent in FY19 due to pick up in global scenario

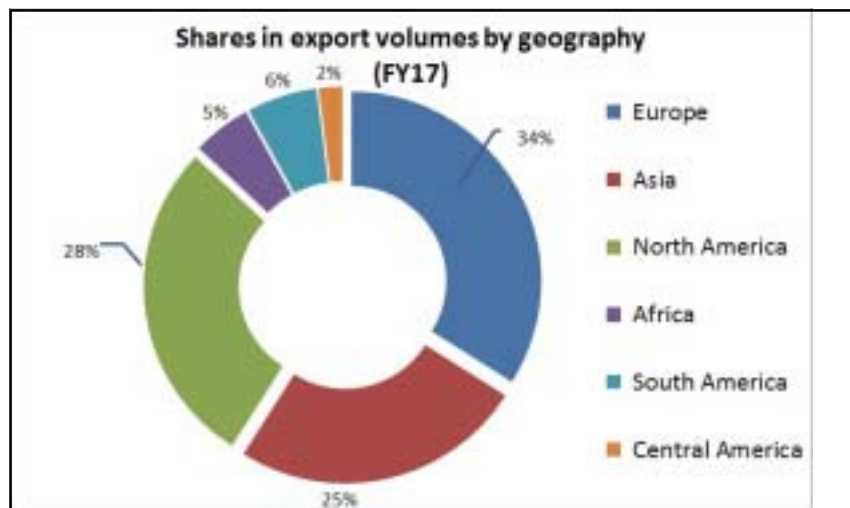
The Indian automotive aftermarket is expected to reach Rs 75,705 crore (US\$ 13 billion) by the year 2019-20, according to the Automotive Component Manufacturers Association of India (ACMA). These estimates are in sync with the targets of the Automotive Mission Plan (AMP) 2016-26.

According to the Automotive Component Manufacturers Association of India (ACMA), the Indian auto-components industry is expected to register a turnover of US\$ 100 billion by 2020 backed by strong exports ranging between US\$ 80- US\$ 100 billion by 2026, from the current US\$ 13.2 billion.

## Indian Automotive Components Industry: Exports

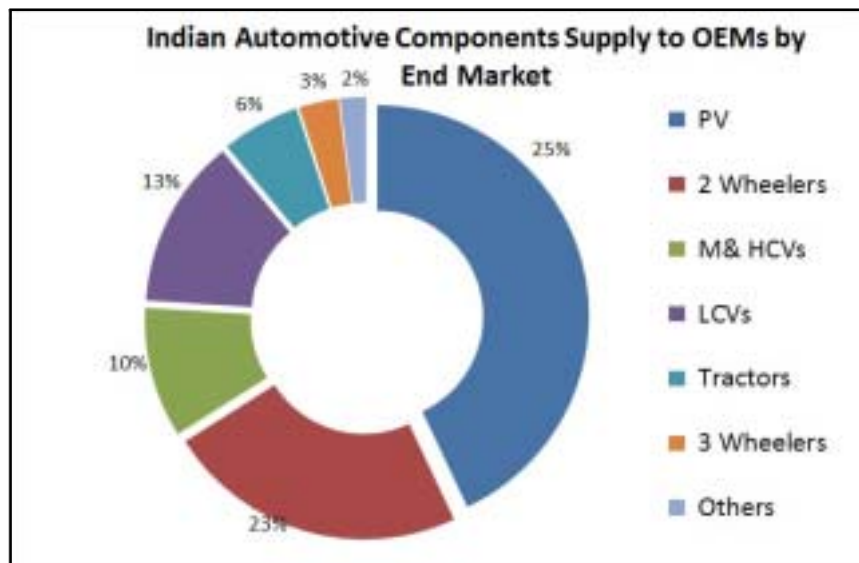


## Indian Automotive Component Exports by Geography





## Indian Automotive Components Supply to OEMs by End Market



Source: ACMA

The Government of India's Automotive Mission Plan (AMP) 2006–2016 has come a long way in ensuring growth for the sector. Indian Automobile industry is expected to achieve a turnover of \$300 billion by the year 2026 and will grow at a rate of CAGR 15 per cent from its current revenue of \$74 billion.

Government has drafted Automotive Mission Plan (AMP) 2016-26 which will help the automobile industry to grow and will benefit Indian economy in the following ways:-

- Contribution of auto industry in the country's GDP will rise to 13 per cent, currently which is less than 10 per cent
- More than 100 million jobs will be created in the economy
- Companies will invest around US \$80 billion as a part of their capital expenditure.
- End of life Policy will be implemented for old vehicles

## 5. SWOT ANALYSIS

Strengths	Weaknesses
Geographical spread of operations in India allows proximity to a large and diversified customer base.	Automotive operations are directly dependent on general economic conditions across key global markets.
One of the Largest Forgings player in the country with vast capabilities	Signs of melting demand for Automotives industry.
One of the best metallurgical laboratory in India with availability of key machines such as spectrometer, microscope with image analyser, storohlin appartus/ ferro excel lab & precision sand testing equipment.	Shortage of availability of raw materials like steel, precious metals, petroleum products and fluctuating prices are dependent on various environmental factors and any unforeseen or sudden spike in the cost of these items could impact profitability.



Proximity to all major OEM's coupled with consistent track record of deliveries manifested by their increased levels of localisation in India	The liquidity continues to remain under stress coupled with availability of fresh working capital funds being a major challenge has led to low capacity utilisations thereby impacting profitability.
State-of-the-art in-house tool design and 3D modelling/ simulation software with key machines such as CNC, VMC etc.	
Trusted partner and strategic supplier to leading OEMs. It has well established strategic relationships most OEMs across the country and abroad.	
Well positioned to cater to growing demand of automobile industry in India coupled with a large scale of operations allowing economies of scale.	
Dedicated R&D team focused on development & acquisition of new technologies relevant for future product portfolio.	
Skilled, experienced and diversified workforce with proven credentials.	
<b>Threats</b>	<b>Opportunities</b>
Political instability, wars, terrorism, multinational conflicts, natural disasters, fuel shortages and their prices all present business risk.	Strong economic growth in India and other growth markets like China, Southeast Asia and North Africa - resultant demand for Automobiles.
Due to global integration of automobile supply chains the industry has become highly competitive with OEM's continuously scanning the market for lower prices and better terms.	Indian Government's focus on improving ease of doing business with its "Make in India" initiative to transform India into a global manufacturing hub, an advantage for our Company
Changing technologies have led to shortening of life cycles of new vehicles.	GOI's emphasis on substitution of imported goods sectors such as railways and defence are expected to turn towards Indian Companies for procurement.
Imposition of additional taxes and levies designed to limit use of automobiles could adversely affect demand.	Diversification towards forward integration.
Presence of large number of players in the automobile industry has resulted in extensive competition thus enhancing scope for eating into share of business of other players.	Strategic alliances and partnering could be a smart strategy resulting in specialised capabilities differential offerings.

## 6. STRATEGY AND OUTLOOK

The company is able to engage with customers from the early stages of development projects which enable the company to introduce company's products into a vehicle's designs phase. This when combined with close proximity to customers, technological leadership, demonstrated reliability and financial stability will result into winning orders but at a new global upcoming platform.

The company is one of the few suppliers in its product segment with a global engineering and manufacturing footprint and this strong diversification enables the company to capitalize on global growth opportunities while mitigating the impact of any regional demand fluctuations.

The company has realised that cyclical demand coupled with a leveraged balance sheet can lead the Company to a vicious cycle which eventually leads to stagnation. Keeping this in mind, we have constantly emphasized on de-risking our business by entering new sectors thereby adding breadth to our customer profile.

The Company's in-house R&D team focus is to commit to work on various projects including developing technologies to minimize carbon footprint and manufacture light weight products that result in lower energy consumption. Innovation is an on-going process which has helped us explore new ideas and deliver transformative solutions. The Company's strategy is based on the principle that creating value for its customers and gaining their trust requires consistent outstanding performance and a broad product portfolio, continuously upgraded through technical and process innovations. The Company is poised to play a meaningful role in this Make in India mission, with indigenously focus to develop cutting-edge technologies and innovations. The key strategy is on developing new processes, expanding the product portfolio & product mix, and leveraging on our innovation capabilities to open more growth avenues.

The Amtek Business Excellence Program, which the Company started in 2014, has facilitated a highly successful implementation of lean manufacturing processes. It remains the driving force cost controls and productivity initiatives, and is a key attribute of the Company's business strategy. The Company has also taken up certain other strategic initiatives such as realigning the product mix and expanding the product range to increase the share of our value added product offering. Other initiatives centre round the overall fiscal control, quality improvement, up-gradation in technology and research & development.

Regular product launches planned by OEMs will keep customer excitement levels up and create demand for us which is favourable for the overall industry growth. The Company, in spite of the challenges, is well positioned to benefit from the globalization of the sector as exports potential is harnessed to achieve the above. Technological advancement and product innovation remain our key differentiators. The Company's in-house R&D team has been committed to work on various projects including developing technologies to minimize carbon footprint and manufacture light weight products that result in lower energy consumption. Innovation is an on-going process which has helped us explore new ideas and deliver transformative solutions. Transformation of a nation or a company cannot sustain without wholehearted people participation. The capabilities of our people have brought us this far, and we will continue to invest in developing our teams to enhance their efficiency and introduce industry-leading practices. With strong focus on developing skills and capabilities of our employees.

The forward integration strategy of the Company is to move in fully machined & assembled supply of auto components for its customers. The Company has demonstrated sound technology absorption capabilities, translating into a shortened learning curve and stronger proprietary knowledge management. Moving ahead, we are graduating to the next level and charting our next course of growth. The company is investing in tomorrow's technologies to further hone our innovative drive and thereby lead change. Being a value-accretive and solutions-driven Company, we are constantly fine-tuning our growth strategies and leveraging our intrinsic strengths to create and deliver incremental value to our stakeholders.

## **7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an elaborate internal control system which monitors compliance to internal processes. It ensures that all transactions are authorised, recorded and reported correctly. The systems are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, plant facilities and key areas of business. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms.

To further strengthen the internal control process, the Audit Committee has documented control procedures covering all aspects of key financial and operating functions. The Company's internal control systems provide for

- Adherence to applicable accounting standards and policies
- Accurate recording of transactions with internal checks, prompt reporting and timely action
- Compliance with applicable statutes, policies, listing requirements and management policies and procedures
- Review of capital investments and long term business plans
- Periodic review meetings to guide optimum utilisation of resources
- Effective use of resources and safeguarding of assets

The Audit Committee reviews the effectiveness of internal control systems, and also provides timely updates on operating effectiveness and controls to senior management team. A CEO and CFO Certificate, forming part of the Corporate Governance Report, confirms the existence and effectiveness of internal controls and reiterates their responsibilities to report deficiencies to the Audit Committee and rectify the same.

Our auditors carry out periodic audits as per an agreed internal audit programme. They bring to the notice of management, issues which require their attention and also highlight the severity of the issue. Corrective actions are then set in place. The internal auditors report is reviewed by the Audit Committee and placed before the Board of Directors for their consideration.

## **8. FINANCIAL OVERVIEW**

Amtek Auto's performance in the last six months is a reflection of the challenges faced by the automotive industry in general and certain other regions interenationally. In the financial year 2018, the consolidated revenues of the Company were at Rs. 47,446 million. During the year under review, Revenue from discontinued operations is Rs. 1,836 million.

Consolidated EBITDA of Continuing operations (before exceptional item and impairment losses) for the year stood at Rs. 4,357 million at a margin of 9 %. Management remained focused on cost optimization and value enhancement during this period.

## **9. DEBT POSITION**

As of March 31, 2018 the Company had consolidated debt (Continuing Operations) of Rs. 1,16,144 million comprising Rs. 94,477 million of long term debt and Rs. 21,667 of short term borrowings. Cash and equivalents stood at Rs. 2,068 million, translating into net debt of Rs. 1,14,076 million.

## **10. HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

During the year, the Company delivered value to its customers and investors. This was made possible by the relentless efforts of each and every employee. The Company has developed a robust and diverse talent pipeline which enhances Amtek Auto's organizational capabilities for future readiness, further driving greater employee engagement. Our human resource program is focused on attracting the right talent, providing excellent on the job training opportunities, and finally giving them the growth opportunities consistent with their aspirations.

Amtek Auto has always enjoyed strong industrial relations. The Company has a systematic grievance redressal system to further strengthen these relationships. This system encourages employees to share their views and opinion with the management. The Company reflects on this feedback and incorporates relevant changes into the existing policies, systems and processes.

## **11. STATUTORY COMPLIANCE**

The Whole Time Director before Commencement of Corporate Insolvency Resolution Process (CIRP) makes a declaration to the Board of Directors every quarter regarding compliance with provisions of various statutes as applicable. The Company Secretary ensures compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance with the guidelines on insider trading for prevention of the same.

## **12. CAUTION STATEMENT**

*The above mentioned statements are only 'forward looking statements' based on certain assumptions and expectations. The Company's actual performance could differ materially from those expressed/projected depending upon changes in various factors. The Company does not assume any responsibility to any change(s) in forward looking statements; on the basis of subsequent developments, information or events etc.*

*Important developments that could affect the Company's operations include a downward trend in the domestic automotive industry, competition, rise in input costs, exchange rate fluctuations, and significant changes in the political and economic environment in India, environmental standards, tax laws, litigation and labour relations.*

## **INDEPENDENT AUDITOR'S REPORT STANDALONE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2018**

To the Members of  
Amtek Auto Limited

### **Report on the Ind AS Standalone Financial Statements**

1. We have audited the accompanying Ind AS Standalone Financial Statements of Amtek Auto Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India.
3. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

4. Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the order issued under section 143(11) of the Act. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these Standalone Financial Statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on these Standalone Financial Statements.

### **Basis for Qualified Opinion**

7. Attention is invited to :
  - a. Note No. 3.54 (b) of the accompanying Standalone Financial Statements, stating therein that the provision for impairment has currently been worked out on the basis of value of assets referred to in the Valuation reports [of approved valuers, who valued Company's entire assets pursuant to the requirements of Corporate Insolvency Resolution Process ("CIRP")]; without any reference to determination of 'value-in-use'. This is

contrary to the requirements of Ind AS 36 'Impairment of Assets'. The monetary impact of the same has not been ascertained.

- b. Note No. 3.55 (i) of the accompanying Standalone Financial Statements, stating therein that the Company has reassessed the fair value of investment made by the Company in 'Amtek Global Technologies Pte. Ltd.' at Rs. 64707.59 Lakhs (as against its book value of Rs. 0.07 Lakhs as at March 31, 2018) on the basis of (i) valuation reports of two approved valuers and (ii) the resolution plan, as pass-through to the existing financial creditors of the Company, with no guarantee. In the absence of latest financial statements and other financial information of the subject entity being available with the Company, we are unable to comment upon the correctness or otherwise of the value ascribed to such investment and also to its realizability.
- c. Note No.3.59 of the accompanying Standalone Financial Statements, wherein it is stated that certain compliances are pending in respect of GDR Listing matter with 'London Stock Exchange', and initialization of delisting process. The charges if any and the consequential effects thereof for pending compliances is presently not ascertainable and as such cannot be commented upon by us.
- d. Note No 3.57 (b) relating to excess managerial remuneration under Companies Act, 2013 aggregating to Rs. 3.31 Lakhs of the Vice Chairman and Managing Director for the period 01<sup>st</sup> April, 2017 to 23<sup>rd</sup> June, 2017. The Vice Chairman and Managing Director of the Company has resigned during the year and the Company will seek approval for non recovery of excess remuneration paid / charged to statement of profit and loss from the Ministry of Corporate Affairs with consequential penalty, if any and compounding fees as per provisions of Companies Act, 2013. Pending the same, no adjustments have been made for the amount of Rs. 3.31 Lakhs and the consequential penalty, if any, and the compounding fees. In the absence of the decision of the Ministry of Corporate Affairs pursuant to the application to be made by the Company we are unable to ascertain the impact on loss and on retained earnings on this account for the year ended 31<sup>st</sup> March, 2018 (Refer Note 3.57(b)).

#### **Qualified Opinion**

- 8. In our opinion and to the best of our information and according to the explanations given to us, except for the effects (to the extent ascertained and not) of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at March 31, 2018, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### **Material uncertainty related to going concern**

- 9. We draw attention to Note No. 3.57 of the accompanying Standalone Financial Statements, stating therein that the resolution plan was voted upon (between April 4, 2018 and April 5, 2018) & duly approved by the Committee of Creditors and has been further approved by NCLT vide their order dated July 25, 2018 and therefore the Standalone Financial Statements have been prepared on a 'going concern' basis. However, the same is dependent on the successful implementation of the resolution plan. Our opinion is not modified in respect of this matter.

#### **Other Matter**

- 10. The comparative financial information for the year ended March 31, 2017 included in the accompanying Standalone Financial Statements was audited by M/s Manoj Mohan & Associates; whose audit report dated June 10, 2017 expressed qualified opinion. Our opinion is not modified in respect of this matter.

#### **Report on Other Legal and Regulatory Requirements**

- 11. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "**Annexure-A**", a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 12. Further to our comments in "**Annexure-A**", as required by Section 143(3) of the Act, we report that:

- a. We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid Ind AS Standalone Financial Statements comply with Ind AS Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;
- e. The matter described in the 'Basis for Qualified Opinion' paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
- f. The information with regard to written representations received from the directors, as on March 31, 2018 and taken on record by the Board of Directors has not been made available to us. Therefore, we are unable to comment on whether or not any of the Directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
- g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;
- h. We have also audited the internal financial controls over financial reporting of the Company as on March 31, 2018 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date and our separate Report in "**Annexure-B**", to this report expressed qualified opinion;
- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company, as detailed in Note No. 3.38 of the accompanying Standalone Financial Statements, has disclosed the impact of pending litigations on its financial position;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

**For SCV & Co. LLP**  
*(formerly known as S.C. Vasudeva & Co.)*  
**Chartered Accountants**  
**Firm Regn No.000235N/N500089**

**(Abhinav Khosla)**  
**Partner**  
**Membership No. 087010**

**Place : New Delhi**  
**Date : November 12, 2018**

## **Annexure-A to Independent Auditors' Report**

Referred to in Paragraph 11 of the Independent Auditors' Report of even date to the members of **Amtex Auto Limited** on the Standalone Financial Statements for the year ended March 31, 2018

1. (a) According to the information and explanations given to us and on the basis of the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets (in respect of fixed assets physically verified from external agency(ies) as required under CIRP). However, the reconciliation of Fixed Asset Register maintained prior to April 1, 2017 with books of account could not be verified as the same did not contain full particulars upto date with regard to asset-wise original cost, depreciation and written-down-value.
- (b) During the year under audit, Company got all its fixed assets verified from external agency(ies) as required under CIRP. All discrepancies noticed upon such physical verification have been properly dealt with in the books of account. In the absence of formal fixed asset verification policy of the Company, we are unable to comment about the frequency of verification of the fixed assets whether reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company the title deeds of immovable properties are duly registered/held in the name of the Company. It may be noted that the original deeds being pledged with Financial Creditors were not made available and we have verified information from the Form C issued by financial creditors of the Company filed pursuant to the requirements of Insolvency and Bankruptcy Code, 2016 [IBC], and/or copies available with the Company.
2. According to information and explanations given to us and on the basis of our examination of the records of the Company, the physical verification in respect of inventory has been carried out by the Management at reasonable intervals including as on March 31, 2018. The discrepancies observed on physical verification of inventory were not material and the same has been properly dealt with in the books of account. In this regard, further reference is drawn to Note No. 3.41 and 3.54 (a) of the accompanying Standalone Financial Statements, wherein disclosure is made for write down of inventories owing to techno-economical reasons.
3. According to the information and explanations given to us and based on such tests which we considered necessary, we report that the Company (during the year) has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of paragraph (iii) (a) of the above order are not applicable to the Company. Further, out of the loans granted in the earlier years to the parties covered in the register maintained under section 189 of the Companies Act 2013, there is no stipulation with regard to the repayment of principal/interest on loan, therefore we are unable to express our opinion with regard to paragraph (iii) (b) and (iii) (c) of the said order.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, with respect to the loans, investments, guarantees and security, as applicable.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year under audit. Therefore, directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the Company.
6. The Central Government has prescribed the maintenance of cost records under section (1) of section 148 of the Companies Act, 2013, for certain products manufactured by the Company and on the basis of records produced before us for our verification; we are of the opinion that, prima facie, the prescribed accounts and cost records are not complete. However, we have not carried out any detailed examination of such accounts and records.
7. (a) On the basis of records of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have not been regularly deposited with the appropriate authorities and there

have been delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

**Statement of Arrears of Statutory Dues Outstanding for More than Six Months.**

Name of Statute	Nature of dues	Amount (in lakhs)	Period to which it relates	Due Date	Date of Payment	Remarks, if any
Finance Act, 1994	Service Tax	82.58	Until March'17	31-03-2017	–	Not paid till audit report date
Finance Act, 1994	Service Tax	75.06	April-June'17	5 <sup>th</sup> of the following month	–	Not paid till audit report date
Central Excise Act, 1944	Excise	316.64	April-June'2017	5 <sup>th</sup> of the following month	–	Not paid till audit report date
Karnataka VAT Act, 2003	Sales Tax	0.12	Until March'17	31-03-2017	–	Not paid till audit report date
ESI Act, 1948	ESI	0.44	Until March'17	31-03-2017	15-09-2018	–
ESI Act, 1948	ESI	1.55	April-September' 2017	21 <sup>st</sup> of the following month	15-09-2018	–
Income Tax Act, 1961	TCS	0.50	Until March'17	31-03-2017	–	Not paid till audit report date
Labour Welfare Fund Act	Welfare Fund	0.03	April-September' 2017	Payable yearly (January of the following year)	-	Not paid till audit report date

- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

**Statement of disputed dues**

Name of the Statute	Nature of Dues	Disputed Amount (Rs. in Lakhs)	Period to which it relates	Forum where Dispute is pending
Central Excise Act	Excise Duty	237.97	Oct'2010- Mar'2014	Punjab & Haryana High Court
Central Excise Act	Excise Duty	202.65	Apr'2015- Mar'2016	Punjab & Haryana High Court
Finance Act, 1994	Service Tax	71.64	2009-2013	Excise & Service Tax Appellate Tribunal, Chandigarh



Finance Act, 1994	Service Tax	7.95	2015-2016	Assistant Commissioner, Central Tax, Division VII, Pune-1 Commissionerate
Finance Act, 1994	Service Tax	1.87	2016-17	Assistant Commissioner, Central Tax, Division VII, Pune-1 Commissionerate
Sales Tax Act	Sales Tax	1162.30	2015-16	Commissionerate Appeal, Faridabad
Sales Tax Act	Sales Tax	22.64	2008-09	Deputy Commissioner, Sales Tax, Pune (Maharashtra)
Sales Tax Act	Sales Tax	10.13	2009-10	Deputy Commissioner, Sales Tax, Pune (Maharashtra)
Sales Tax Act	Sales Tax	252.87	2012-13	Deputy Commissioner, Sales Tax, Pune (Maharashtra)
Sales Tax Act	Sales Tax	293.44	2012-13	Deputy Commissioner, Sales Tax, Pune (Maharashtra)
Sales Tax Act	HVAT	479.19	2014-15	Commissionerate Appeal, Faridabad
Sales Tax Act	CST	538.72	2014-15	Commissionerate Appeal, Faridabad
Income Tax Act, 1961	Income Tax	467.30	2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	358.62	2007-08	Income Tax Appellate Tribunal

8. The Company has defaulted in repayment of loans and borrowings to the banks and financial institutions and towards debenture holders during the year. Pursuant to the continuing defaults of the Company, a corporate insolvency resolution process ('CIRP') under The Insolvency and Bankruptcy Code, 2016 ('IBC') was initiated against the Company vide an order of the Principal Bench of the National Company Law Tribunal ('NCLT') dated July 24, 2017. Accordingly, no payments could be made thereafter to the banks, financial institutions and debenture holders, until the resolution process is concluded. The details of outstanding amounts as on July 24, 2017 is as follows:

S. No	Name of the Lender	Amount outstanding as on 24-07-2017 (Rs. in Lakhs)	Amount outstanding as on 31-03-2018 (Rs. in Lakhs)	Period of Default
1	10% Non-Convertible Debentures (NCDs)	250.88	250.88	April 2015 to March 2018
2	10.25% Non-Convertible Debentures (NCDs)	809.16	809.16	
3	10.50% Non-Convertible Debentures (NCDs)	603.28	603.28	
4	11.25% Non-Convertible Debentures (NCDs)	263.53	263.53	

5	11.50% Non-Convertible Debentures (NCDs)	105.90	105.90
6	Asset Care & Reconstruction Enterprise Ltd	368.45	368.45
7	Alchemist ARC	27.01	27.01
8	Allahabad Bank	213.97	213.97
9	Andhra Bank	674.35	674.35
10	Axis Bank	34.70	34.53
11	Bank of Baroda	483.42	482.37
12	Bank of India	142.63	141.93
13	Bank of Maharashtra	304.85	304.85
14	Canara Bank	577.70	576.82
15	Central Bank of India	108.06	108.06
16	Citi Bank	75.91	75.91
17	Corporation Bank	882.91	882.91
18	CTBC Bank	33.79	33.79
19	Dena Bank	70.20	70.20
20	Deutsche Bank	383.54	383.54
21	Edelweiss ARC	172.46	172.46
22	Federal Bank	6.96	6.96
23	IDBI Bank	1715.72	1709.25
24	IFCI Ltd	477.00	477.00
25	Indian Bank	71.32	70.97
26	Indian Overseas Bank	453.50	453.50
27	Karnataka Bank	54.44	54.44
28	Kotak Mahindra Bank	38.62	38.62
29	LIC of India	412.60	412.60
30	Oriental Bank of Commerce	107.32	107.32
31	Punjab National Bank Intl Ltd	71.32	70.97
32	State Bank of Bikaner & Jaipur	185.50	185.50
33	Standard Chartered Bank	526.81	525.87
34	State Bank of India	436.67	436.37
35	State Bank of Mysore	233.25	233.35
36	State Bank of Patiala	211.79	211.79
37	Syndicate Bank	96.19	96.19

April 2015  
to  
March 2018

38	UCO Bank	57.82	57.82	April 2015 to March 2018
39	Union Bank of India	185.83	184.96	
40	Union Bank of India	97.72	97.72	

The Company has not taken any loan from Government.

9. In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. However the moneys raised by way of term loans during the year have been applied for the purpose for which those were raised.
10. According to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 except for the remuneration paid/provided to Company's Executive Vice Chairman and Managing Director who has resigned during the year and the excess remuneration paid to him over the requisite approvals during the period of the service cannot be recovered from him and the Company will accordingly seek approval of writing off the same from the Ministry of Corporate Affairs (Refer Note 3.57(b)).
12. According to the information and explanation given to us, the Company is not a Nidhi Company. Therefore the provisions of paragraph 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013. The details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Ind AS.
14. According to the information and explanations given to us, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit. Therefore, the provisions of paragraph 3(xiv) of the Order are not applicable to the Company.
15. According to information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or person connected with him. Accordingly, provisions of paragraph 3 (xv) of the Order are not applicable to the Company.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For SCV & Co. LLP**  
*(formerly known as S.C. Vasudeva & Co.)*  
**Chartered Accountants**  
**Firm Regn No.000235N/N500089**

**Place : New Delhi**  
**Date : November 12, 2018**

**(Abhinav Khosla)**  
**Partner**  
**Membership No. 087010**

## **Annexure-B to Independent Auditors' Report**

Referred to in Paragraph 12(g) of the Independent Auditors' Report of even date to the members of **Amtek Auto Limited** on the Standalone Ind AS Financial Statements for the year ended March 31, 2018

### **Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the Standalone Ind AS Financial Statements of Amtek Auto Limited ('the Company') as at and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of the Company as at that date.

#### **Management's Responsibility for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal control over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting. **Meaning of Internal Financial Controls over Financial Reporting.**
6. A Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal control over financial reporting include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur

and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Qualified Opinion**

8. According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2018:

The Company did not have an appropriate and proper internal control system to determine the recoverable amount of 'value-in-use' to assess the impairment provision of assets on timely basis, valuation of inventories with regard to deficient inventory records, non-maintenance of detailed fixed assets register prior to April 1, 2017 which may potentially result in Company recognizing inventory at incorrect amounts and impairment of assets not being recognized at correct amount or on timely basis.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, and the Company's internal financial controls over financial reporting were operating effectively as of March 31, 2018.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Standalone Financial Statements of the Company as at and for the year ended March 31, 2018, and the material weakness has affected our opinion on the standalone financial statements of the Company and we have expressed a qualified opinion on the Standalone Financial Statements.

**For SCV & Co. LLP**  
*(formerly known as S.C. Vasudeva & Co.)*  
**Chartered Accountants**  
**Firm Regn No.000235N/N500089**

**(Abhinav Khosla)**  
**Partner**  
**Membership No. 087010**

**Place : New Delhi**  
**Date : November 12, 2018**

**BALANCE SHEET AS AT 31ST MARCH, 2018**

(Rupees In Lakhs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
<b>(A) ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, plant and equipment	3.1	249,376.60	879,792.07
(b) Capital work-in-progress	3.1	41.83	110,169.96
(c) Financial assets			
(i) Investments	3.2	81,120.51	174,560.06
(ii) Loans	3.3	306.61	405.25
(iii) Other financial assets	3.4	–	–
(d) Deferred Tax Assets(net)	3.5	–	52,962.77
(e) Other Non-Current Assets	3.6	944.45	168,663.31
<b>Sub Total-Non-Current Assets</b>		<b>331,790.00</b>	<b>1,386,553.42</b>
<b>2 Current Assets</b>			
(a) Inventories	3.7	14,774.48	85,321.23
(b) Financial Assets			
(i) Investments	3.8	24.18	280.28
(ii) Trade Receivables	3.9	19,890.10	39,764.46
(iii) Cash and Cash Equivalents	3.10	927.75	2,964.47
(iv) Bank Balances Other than above	3.11	1,093.02	856.81
(v) Loans	3.12	353.22	952.53
(vi) Other Financial Assets	3.4	–	–
(c) Current Tax Assets (Net)	3.13	1,041.77	1,317.21
(d) Other Current Assets	3.14	16,813.79	39,271.86
<b>Sub Total-Current Assets</b>		<b>54,918.31</b>	<b>170,728.85</b>
<b>3 Assets held for sale</b>	3.15	7,700.00	–
<b>TOTAL-ASSETS</b>		<b>394,408.31</b>	<b>1,557,282.27</b>
<b>(B) EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	3.16	4,965.11	4,965.11
(b) Other Equity	3.17	(912,182.69)	302,669.11
<b>Sub Total-Equity</b>		<b>(907,217.58)</b>	<b>307,634.22</b>
<b>2 Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	3.18	–	–
(b) Provisions	3.19	1,532.11	4,117.24
(c) Other Non-Current Liabilities	3.20	–	49,277.79
<b>Sub Total-Non-Current Liabilities</b>		<b>1,532.11</b>	<b>53,395.03</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	3.21	200,544.48	182,911.50
(ii) Trade payables			
(A) Total outstanding dues of Micro enterprises and small enterprises; and	3.22	576.58	685.91
(B) Total outstanding dues of creditors other than Micro enterprises and small enterprises	3.22	30,724.93	22,710.78
(iii) Other financial liabilities	3.23	1,065,880.20	970,196.02
(b) Other Current Liabilities	3.24	2,184.12	19,619.15
(c) Provisions	3.25	183.47	129.66
<b>Sub Total-Current Liabilities</b>		<b>1,300,093.78</b>	<b>1,196,253.02</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>394,408.31</b>	<b>1,557,282.27</b>

Significant Accounting Policies & Notes forming part of the Financial Statements

1 to 3.60

As per our report of even date attached  
**For SCV & Co. LLP**  
Chartered Accountants  
Firm Regn No.000235N/N500089

**For Amtek Auto Limited**

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

**(Abhinav Khosla)**  
Partner  
Membership No. 087010

**Rajeev Raj**  
Company Secretary

Place : New Delhi  
Date : 12th November, 2018

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rupees In Lakhs)

Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>I. Revenue</b>			
Revenue from operations	3.26	145,984.62	194,988.83
Other Income	3.27	7,531.02	3,257.17
<b>II. Total Income</b>		<b>153,515.64</b>	<b>198,246.00</b>
<b>III. Expenses:</b>			
Cost of Materials Consumed	3.28	88,836.85	99,419.99
Purchase of stock-in-trade		43,804.78	43,746.97
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	3.29	(28,465.30)	(19,289.74)
Employee benefits expense	3.30	10,213.80	10,911.39
Finance costs	3.31	58,241.70	136,521.31
Depreciation and Amortization Expense	3.32	71,053.45	56,876.01
Impairment Losses	3.33	175,081.27	-
Other Expenses	3.34	25,251.07	24,034.35
<b>Total Expenses</b>		<b>444,017.62</b>	<b>352,220.28</b>
<b>IV. (Loss) before exceptional items and tax (II-III)</b>		<b>(290,501.98)</b>	<b>(153,974.28)</b>
V. Exceptional Items [(Income)/Expense]	3.41	870,829.12	70,377.84
<b>VI. (Loss) before tax (IV - V)</b>		<b>(1,161,331.10)</b>	<b>(224,352.12)</b>
VII. Tax expense:			
(1) Current tax		-	-
(2) Earlier year taxes		774.25	-
(3) Mat Credit Entitlement Reversal		14,108.16	-
(4) Deferred tax		38,854.61	(61,953.02)
<b>Total Tax Expense</b>		<b>53,737.02</b>	<b>(61,953.02)</b>
<b>VIII. (Loss) for the year (VI-VII)</b>		<b>(1,215,068.12)</b>	<b>(162,399.10)</b>
<b>IX. Other Comprehensive Income</b>	3.42		
A (i) Items that will not be reclassified subsequently to Profit or Loss		216.32	145.65
(ii) Income Tax relating to Items that will not be reclassified subsequently to Profit or Loss		-	(0.85)
B (i) Items that will be reclassified subsequently to Profit or Loss		-	18,570.90
(ii) Income Tax relating to Items that will be reclassified subsequently to Profit or Loss		-	5,738.41
<b>Total of Other Comprehensive Income</b>		<b>216.32</b>	<b>12,977.29</b>
<b>X. Total Comprehensive Income for the year (VIII+IX)</b>		<b>(1,214,851.80)</b>	<b>(149,421.81)</b>
(Comprising (Loss) and other comprehensive income for the year)			
XI. Earnings per Equity Share (Rs.)			
(1) Basic	3.43	(489.44)	(72.24)
(2) Diluted	3.43	(489.44)	(72.24)
<b>Significant Accounting Policies &amp; Notes forming part of the Financial Statements</b>	<b>1 to 3.60</b>		

As per our report of even date attached  
**For SCV & Co. LLP**  
Chartered Accountants  
Firm Regn No.000235N/N500089

For Amtek Auto Limited

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

**(Abhinav Khosla)**  
Partner  
Membership No. 087010

**Rajeev Raj**  
Company Secretary

Place : New Delhi  
Date : 12th November, 2018

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Rupees In Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax	(1,161,331.10)	(224,352.12)
<b>Adjustments for :</b>		
Add: Depreciation and Amortisation Expense	71,053.45	87,778.90
Add: Financial Costs	58,241.70	136,521.31
Add: Provision for Doubtful Debts	145.95	-
Add: Loss/(Gain) on sale of Investments	-	2,034.38
Add: Loss/(Gain) on sale of Property, Plant and Equipment ( net)	(10.08)	(2,120.71)
Add: Impairment of Non-Current Assets	175,081.27	-
Add: Diminution in value of Inventories	98,383.32	37,440.57
Add: Provision for impairment on Property, plant and equipment and other assets	814,615.53	-
Add: Property, plant and equipment and other assets written off	14,795.58	-
Add: Other Exceptional Items	-	-
Add: Fair value changes in Investment	(57,996.69)	-
Less: Unrealised Exchange (Gain)/Loss on Foreign currency Transactions/ Translations	(6,522.35)	2,899.34
Less: Interest Income	(52.56)	(1,136.46)
<b>Operating profit before working capital changes</b>	<b>6,404.02</b>	<b>39,065.21</b>
(Increase)/Decrease in Inventories	589.84	37,596.14
(Increase)/Decrease in Trade Receivable	9,953.21	45,600.13
(Increase)/Decrease in Loans & Non current Financial Assets	359.41	2,157.59
(Increase)/Decrease in Other Current Assets	(14,387.53)	(21,133.00)
Increase/(Decrease) in Provisions	(177.36)	341.88
Increase/(Decrease) in Trade Payables	8,823.82	3,747.08
Increase/(Decrease) in Financial Liabilities	400.15	-
Increase/(Decrease) in Current Liabilities	(17,445.66)	5,790.74
<b>Cash generation from Operating Activities</b>	<b>(5,480.10)</b>	<b>113,165.77</b>
Direct Tax paid (net of refund)	(486.19)	(268.79)
<b>Net Cash from Operating Activities</b>	<b>(5,966.29)</b>	<b>112,896.98</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment (including Capital work in progress and Capital Advances)	(1,322.88)	(122,907.19)
Proceeds from sale of Property, Plant and Equipment	558.08	4,277.35
Purchase/(sale) of investments (Net)	(143.90)	(8,068.04)
Interest received	52.55	1,136.46
Proceeds from maturity of Fixed Deposit with original maturity of more than 3 months but less than 12 months	(238.20)	348.06
<b>Net Cash From Investing Activities</b>	<b>(1,094.35)</b>	<b>(125,213.36)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Equity Share Capital	-	470.00
Proceeds from Share Premium on issue of Equity Share Capital	-	11,280.00
Proceeds from promoter contribution	-	12,127.79
(Repayment)/Disbursement of Short Term borrowings	6,000.00	36,931.45
Finance Costs	(976.08)	(50,886.68)
<b>Net Cash From Financing Activities</b>	<b>5,023.92</b>	<b>9,922.56</b>
<b>Net Cash Flows During the Year (A+B+C)</b>	<b>(2,036.72)</b>	<b>(2,393.82)</b>
Cash & Cash Equivalents at the beginning of the year	2,964.47	5,358.29
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>927.75</b>	<b>2,964.47</b>
<b>Components of Cash and Cash Equivalents includes:</b>		
Cash on Hand	7.50	15.61
<b>Balance with Schedule Banks:</b>		
-Current Accounts	920.25	2,948.86
-Fixed Deposits (maturing within 3 months)	-	-
	<b>927.75</b>	<b>2,964.47</b>

### NOTES TO CASH FLOW STATEMENT

- The above statement has been prepared under indirect method except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities.
- Significant non cash movements in borrowings during the year includes exchange fluctuation of Rs.543.38 Lakhs (Previous Year Rs.2,899.35 Lakhs)
- Previous period figures have been regrouped/ recast wherever considered necessary.

As per our report of even date attached  
**For SCV & Co. LLP**  
Chartered Accountants  
Firm Regn No.000235N/N500089

**For Amtek Auto Limited**

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

**(Abhinav Khosla)**  
Partner  
Membership No. 087010

**Rajeev Raj**  
Company Secretary

Place : New Delhi  
Date : 12th November, 2018



## Statement of Changes in Equity for the year ended 31st March, 2018

### A. Equity Share Capital

(Rupees in Lakhs)

Balance as at 01.04.2016	Changes in Equity Share Capital during the year	Balance as at 31.03.2017	Changes in Equity Share Capital during the year	Balance as at 31.03.2018
4495.11	470.00	4965.11	0.00	4965.11

### B. Other Equity

(Rupees in Lakhs)

Particulars	Reserves and Surplus							Other Comprehensive Income (OCI)			Total
	Capital Reserve	Securities Premium	General Reserve	Debenture Redemption Reserve	Investment Allowance Reserve	Capital Subsidy Reserve	Retained Earnings	Investments through OCI	Debt Instruments through OCI	Other items of Other Comprehensive Income	
<b>As at 01.04.2016</b>	15,633.67	288,517.02	139,570.54	45,466.00	54.68	25.50	(54,180.44)	206.58	5,408.80	108.57	<b>440,810.92</b>
Profit / (Loss) for the year	-	-	-	-	-	-	(162,399.10)	-	-	-	<b>(162,399.10)</b>
Other Comprehensive Income for the year	-	-	-	-	-	-	-	142.90	12,832.49	1.90	<b>12,977.29</b>
Transfer to retained earning	-	-	-	-	-	-	189.20	(189.20)	-	-	<b>-</b>
Shares issued during the year	-	11,280.00	-	-	-	-	-	-	-	-	<b>11,280.00</b>
<b>As at 31.03.2017</b>	<b>15,633.67</b>	<b>299,797.02</b>	<b>139,570.54</b>	<b>45,466.00</b>	<b>54.68</b>	<b>25.50</b>	<b>(216,390.34)</b>	<b>160.28</b>	<b>18,241.29</b>	<b>110.47</b>	<b>302,669.11</b>
Profit / (Loss) for the year	-	-	-	-	-	-	(1,215,068.12)	-	-	-	<b>(1,215,068.12)</b>
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	216.32	<b>216.32</b>
Transfer to retained earning	-	-	-	-	-	-	18,401.57	(160.28)	(18,241.29)	-	<b>-</b>
<b>As at 31.03.2018</b>	<b>15,633.67</b>	<b>299,797.02</b>	<b>139,570.54</b>	<b>45,466.00</b>	<b>54.68</b>	<b>25.50</b>	<b>(1,413,056.89)</b>	<b>-</b>	<b>-</b>	<b>326.79</b>	<b>(912,182.69)</b>

As per our report of even date attached

For Amtek Auto Limited

#### For SCV & Co. LLP

Chartered Accountants  
Firm Regn No.000235N/N500089

#### (Abhinav Khosla)

Partner  
Membership No. 087010

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

Rajeev Raj  
Company Secretary

Place : New Delhi

Date : 12th November, 2018



## Notes to the Standalone Financial Statements

### 1. Company Information

M/S Amtek Auto Limited (hereinafter referred to as AAL) established on October 3, 1985, as A.M. Metal Cast Limited in year 1985 and subsequently the name was changed to Amtek Auto Limited w.e.f. November 12, 1987. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

AAL is one of the leading players in the auto components sector with proven capabilities in forging, high pressure die casting, machining and sub-assembly.

The Product portfolio includes auto components and assemblies namely engine, transmission and suspension components. The Company is original equipment manufacturer supplier for passenger cars, light and heavy commercial vehicles, two/three wheelers and diesel engines. The Company also manufacture components for non-auto sectors viz. Agriculture, Refrigeration and Railways.

Major customers of the Company include Maruti Udyog, New Holland Tractors, Hyundai Motors, ITL, Eicher Motor, Hero, Honda, Tata Motors, General Motors, SML-Isuzu, Ashok Leyland, Ford, Briggs and Stratton, Cummins, CNH Global, Escorts, International Tractors, Tallent Engineering, John Deere and White good Manufacturers viz. LG Electronics.

Company has its Registered Office at Plot No.-16, Industrial Area, Roz-ka-Meo, P.O. Sohna, Mewat Haryana and Corporate Office at 3, Local Shopping Centre, Pamposh Enclave, Greater Kailash -1, New Delhi.

The 'Corporate Insolvency Resolution Process' (CIRP) was initiated, on a petition filed by Corporation Bank, against the Company, which was admitted vide an Order of the National Company Law Tribunal (NCLT), Chandigarh dated July 24, 2017 under the provision of the Insolvency and Bankruptcy Code 2016("Code / IBC").

That pursuant thereto, on July 27, 2017, Hon'ble NCLT appointed Mr. Dinkar T. Venkatasubramanian as Interim Resolution Professional (IRP) in terms of IBC, who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors (CoC), constituted under IBC. Mr. Dinkar T. Venkatasubramanian, in his capacity as RP, has taken control and custody of the management and operations of the Company with effect from July 27, 2017.

Under the CIRP, a resolution plan needs to be submitted by resolution applicant, which is to be approved by the CoC, and would further be approved by NCLT. As per the Code, the RP has to receive, collate and admit all the claims submitted by the creditors of the Company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC.

The 'Resolution Plan' wherein Liberty House Group Pte. Limited would acquire the control in the Company in accordance with the applicable laws and as defined in the resolution plan. The resolution plan was voted upon (between April 4, 2018 and April 5, 2018) and duly approved by the CoC and has further been approved by NCLT vide Order dated July 25, 2018.

As per NCLT Order (read with the implementation provisions of the Resolution Plan), the Resolution Applicant and Resolution Professional shall jointly supervise the implementation of the Resolution Plan until closing date. The Resolution Professional shall act as Insolvency Professional and will be a member on the Monitoring committee till such closing date.

### ***Basis of preparation of financial statements and Statement of Compliance***

These standalone financial statements are prepared in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values; the provisions of the Companies Act, 2013 ('Act') (to the extent notified and applicable). The IND AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Since the powers of the Board of Directors stand suspended after commencement of CIRP, the standalone financial statements have been endorsed by Chief Financial Officer, confirming the standalone financial statements do not contain any material misstatements and thereafter provided to the Insolvency Professional for his signing on 12th November, 2018.

## **2. Significant Accounting Policies**

### **2.1 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

### **2.2 Recent Accounting Pronouncements**

#### **Appendix B to Ind AS 21, Foreign currency transactions and advance consideration :**

On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the standalone financial statements and the impact is not material.

#### **Ind AS 115, Revenue from Contract with Customers:**

On March 28, 2018, the MCA notified the Ind AS 115. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The effective date for adoption of Ind AS 115 is financial period beginning on or after April 1, 2018.

The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly, comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

## **2.3 Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost includes its purchase price ( including import duties and non-refundable purchase taxes), after deducting trade discounts and rebates. It includes other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the borrowing costs for qualifying assets and the initial estimate of restoration cost if the recognition criteria is met.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs of the item can be measured reliably.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Repairs and maintenance costs are charged to the statement of profit and loss when incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

### **De-recognition**

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is disposed.

The asset's residual values, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively.

## **2.4 Intangible Assets**

An Intangible asset is recognised when it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company; and the cost of the asset can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The cost of an intangible asset comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and any directly attributable cost of preparing the asset for its intended use.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

## **2.5 Depreciation and amortisation**

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method as prescribed in Schedule II to the Companies Act, 2013. Depreciation methods, useful lives and residual values are reviewed at each reporting period. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

Leasehold assets are amortised equally over the period of their lease.

## **2.6 Inventories**

- Raw Materials, Stock-in-trade, Goods under process and Finished Goods are valued at cost (Net of provision for diminution) or \*Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials, Stock-in-trade and stores and Spares is ascertained on FIFO basis.

- Cost of finished goods and goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.
- Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

## **2.7 Cash and cash equivalents**

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Amendment to Ind AS 7: Effective 1st April 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of these standalone financial statement to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from the financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the standalone financial statements.

## **2.8 Financial Instruments**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the financial instrument. All financial assets and Financial liabilities (Except Borrowings) are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

### **Borrowings**

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

### **i. Financial assets carried at amortised cost -**

A Financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

### **ii. Investments in mutual funds**

Investments in mutual funds are measured at fair value through Profit or loss (FVTPL)

### **iii. Investment in Equity Instruments of Subsidiaries, Joint Ventures and Associates**

Investment in Equity Instruments of Subsidiaries, Joint Ventures and Associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

### **iv. Investment in Equity Instruments**

Investments in Equity Instruments, where the Company has opted to classify such instruments at fair value through profit or loss (FVTPL) are measured at fair value through profit or loss.

## **v. Financial Liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

### **Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or Liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **De-recognition of financial instruments**

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109. A financial liability (or a part of a financial liability) is de-recognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

## **2.9 Provisions and contingent liabilities**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

A contingent liability is not recognized but disclosed when

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- (b) a present obligation that arises from past events but is not recognized because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

- (ii) the amount of the obligation cannot be measured with sufficient reliability.

## **2.10 Revenue Recognition**

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, taxes and amounts collected on behalf of third parties.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, recovery of the consideration is probable and no significant uncertainty exists to its realisation or collection thereof.

### **Other Income**

- (i) Interest income is accounted on a time proportion basis taking into account the amount outstanding and the effective interest rate (EIR). Effective Interest Rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- (ii) Export incentives entitlements are recognised as income when the right to receive credit as per the terms of the scheme is established in respect of exports made, and where there is no significant uncertainty regarding the ultimate collection of relevant export proceeds.

### **Rental Income**

Rental income from operating leases is recognized on straight line basis over lease term except where the rentals are structured to increase in line with expected general inflation.

### **Dividend Income**

Dividend income from investments is recognised when the shareholders' right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

### **Rendering of Services**

Job work charges are recognised upon full completion of job work and when all the significant risks and rewards of ownership of the goods have been passed to the buyer and no significant uncertainty exist regarding the collection of the consideration.

## **2.11 Employee benefits**

### **● Defined benefit plans**

The Company has defined benefit plans namely gratuity and leave encashment. The liability for gratuity and leave encashment is determined using Projected Unit Credit [PUC] Method and is accounted for on the basis of actuarial valuation in Accordance with IND AS - 19. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The current service cost is included in the employee benefit expense in the statement of profit and loss account. The interest cost calculated by applying the discount rate to the net balance of defined benefit obligation, is included in the finance cost in the statement of profit and loss account.

### **● Defined contribution plans**

The Company has defined contribution plans namely Provident Fund and Employee State Insurance Fund. The Company has no obligation, other than contribution payable to the Provident Fund. The Company recognises contribution payable to the Provident Fund as an expense, when an employee renders the related service. Company's contribution to Employee State Insurance are recognised as an expense when employees have rendered services entitling them to the contribution.

### **● Other Short-Term Employee Benefits**

Short-term employee benefits include performance incentive, salaries and wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

## **2.12 Borrowing costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset.

Processing fee paid for borrowings is amortised over the term of long term loan through statement of profit and loss. All other borrowing costs are expensed in the period in which they occur.

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortised cost method and is charged to the statement of profit and loss.

## **2.13 Foreign currencies**

The Company's standalone financial statements are presented in INR, which is also its Functional Currency.

### **i. Initial recognition**

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

### **ii. Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date.

### **iii. Exchange differences:**

The Company accounts for exchange differences arising on translation/ settlement of foreign currency monetary items by recognizing the exchange differences as income or as expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

## **2.14 Impairment of Assets**

### **i) Financial assets (other than at fair value)**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

### **(i) Non-financial assets**

#### **a) Property, Plant and equipment and Intangible Assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss.

## **2.15 Income taxes**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.



Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future periods. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that future economic benefits associated with it flow to the Company and the asset can be measured reliably.

## **2.16 Earnings per equity share**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The Weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, buy back of shares, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

## **2.17 Dividends**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## **2.18 Leases**

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

### **Company as a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease, all other leases are classified as operating leases. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term however, rent expenses shall not be straight-lined, if escalation in rentals is in line with expected inflationary cost.

### **Company as a lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease shall not be straight-lined, if escalation in rentals is in line with expected inflationary cost.

Contingent rentals are recognised as revenue in the period in which they are earned.

### **2.19 Government Grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Grant related to expenses are deducted in reporting the related expense.

## Note No: 3.1 PROPERTY, PLANT AND EQUIPMENT

(Rupees in Lakhs)

Particulars	Land-Freehold	Land-Leasehold	Building	Plant and Machinery	Furnitures & Fixtures	Vehicles	Office Equipment	Computer	Total	Capital Work in Progress
<b>Gross Block*</b>										
<b>As at 1.04.2016</b>	17,973.10	462.73	33,654.54	891,208.09	2,066.90	1,930.49	1,586.69	307.39	<b>949,189.93</b>	
Additions			397.58	78,259.21	11.58	4.30	46.06	104.07	<b>78,822.80</b>	
Disposals				2,334.59	2.85	9.95	3.69	0.80	<b>2,351.88</b>	
<b>As at 31.03.2017</b>	<b>17,973.10</b>	<b>462.73</b>	<b>34,052.12</b>	<b>967,132.71</b>	<b>2,075.63</b>	<b>1,924.84</b>	<b>1,629.06</b>	<b>410.66</b>	<b>1,025,660.85</b>	
Additions	-	-	13.82	482.01	6.37	-	8.30	20.81	<b>531.31</b>	
Disposals	0.47	-	-	193.06	-	483.98	0.28	0.37	<b>678.16</b>	
Adjustments	-	(84.29)	(311.72)	(1,920.71)	(1,594.15)	(986.43)	(958.92)	(110.93)	<b>(5,967.15)</b>	
<b>As at 31.03.2018</b>	<b>17,972.63</b>	<b>378.44</b>	<b>33,754.22</b>	<b>965,500.95</b>	<b>487.85</b>	<b>454.43</b>	<b>678.16</b>	<b>320.17</b>	<b>1,019,546.85</b>	
<b>Accumulated Depreciation</b>										
<b>As at 1.04.2016</b>	-	5.28	623.43	56,926.38	132.66	170.22	282.86	144.29	<b>58,285.12</b>	
Provided during the year	-	10.59	1,246.88	54,792.10	328.52	290.89	165.35	41.68	<b>56,876.01</b>	
Written back during the year	-	-	-	191.84	-	3.08	-	0.32	<b>195.24</b>	
Adjustments*	-	-	-	30,902.89	-	-	-	-	<b>30,902.89</b>	
<b>As at 31.03.2017</b>	-	<b>15.87</b>	<b>1,870.31</b>	<b>142,429.53</b>	<b>461.18</b>	<b>458.03</b>	<b>448.21</b>	<b>185.65</b>	<b>145,868.78</b>	
Provided during the year	-	5.09	1,134.46	69,438.26	78.83	212.98	122.30	61.51	<b>71,053.43</b>	
Written back during the year	-	-	-	14.04	-	116.12	-	-	<b>130.16</b>	
Adjustments	-	(3.91)	(23.13)	(215.16)	(307.78)	(290.03)	(175.73)	(1.54)	<b>(1,017.28)</b>	
<b>As at 31.03.2018</b>	-	<b>17.05</b>	<b>2,981.64</b>	<b>211,638.59</b>	<b>232.23</b>	<b>264.86</b>	<b>394.78</b>	<b>245.62</b>	<b>215,774.77</b>	
<b>Accumulated Impairment</b>										
As at 1.04.2016	-	-	-	-	-	-	-	-	-	
Addition	-	-	-	-	-	-	-	-	-	
<b>As at 31.03.2017</b>	-	-	-	-	-	-	-	-	-	
Addition	-	-	8,043.78	546,351.70	-	-	-	-	<b>554,395.48</b>	
<b>As at 31.03.2018</b>	-	-	<b>8,043.78</b>	<b>546,351.70</b>	-	-	-	-	<b>554,395.48</b>	
<b>Net Block</b>										
<b>As at 31.03.2018</b>	<b>17,972.63</b>	<b>361.39</b>	<b>22,728.80</b>	<b>207,510.66</b>	<b>255.62</b>	<b>189.57</b>	<b>283.38</b>	<b>74.55</b>	<b>249,376.60</b>	<b>41.83</b>
<b>As at 31.03.2017</b>	17,973.10	446.86	32,181.81	824,703.18	1,614.45	1,466.81	1,180.85	225.01	879,792.07	110,169.96

## Note:

\* The Company has elected to continue with carrying value of all its property, plant and equipment recognized as on 01.10.2015 measured as per the previous GAAP.

- (i) Adjustment during the year ended March 31, 2018 include:
- (a) Reversal of Decommissioning Cost of Rs. 1705.55 Lakhs
- (b) Assets written off- Gross Block Rs. 4,046.44 Lakhs and Accumulated Depreciation- Rs.802.12 Lakhs
- (ii) During the year, the Company has recognised an impairment loss against property, plant & equipment including capital work in progress aggregating to Rs. 6,65,743.28 Lakhs. Pursuant to the admission to corporate insolvency resolution process in 2017, the liquidation value of the assets was assessed to be substantially lower than carrying values. Further, the Company's inability to procure raw materials at favorable or commercially feasible credit terms resulted in rise in input costs as well as decline in orders from its customers. The overall deterioration in the business conditions led to a significant decline in the market capitalisation of the Company as well. With these indicators, the Company carried out an impairment assessment of its property, plant & equipment. For the purpose of impairment assessment, based upon cash generating units (CGUs) comprising of following plants, the recoverable amount has been determined as 'fair value less costs to sell' (also refer note 3.41).

Cash Generating Unit	Carrying Values	Fair Values less cost to sell
Chennai Plant	66,311.64	7,575.54
Dharuhera Plant 1	119,494.94	25,482.74
Dharuhera Plant 2	52,682.23	16,749.92
Dharuhera Plant 3	41,583.01	14,395.50
Dharuhera Plant 4	21,083.03	22,237.85
Dharuhera Plant 5	114,394.41	20,662.53
Gurgaon Plant	85,697.97	27,484.48
Hosur Plant	13,014.70	10,139.41
Mandideep Plant	60,623.88	14,668.16
Nalagarh Plant	39,454.70	3,280.85
Ranjangaon Plant	105,970.02	20,559.23
Sanaswadi Plant 1	112,596.57	30,408.18
Sanaswadi Plant 2	31,012.71	8,113.13
Others	25,361.76	1,780.75
<b>Total</b>	<b>889,281.57</b>	<b>223,538.29</b>

For determining recoverable amount as fair value less costs to sell, such fair values have been determined using a level 3 fair value measurement technique as follows:

-Property, plant & equipment : Fair values have been determined using cost approach, that reflects the amount that would be required currently to replace the service capacity of an asset, adjusted for obsolescence ('current replacement cost').

**NON-CURRENT ASSETS**

**Note No: 3.2 INVESTMENTS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(i) Investment in Equity Instruments of Subsidiaries, Associates and Joint Ventures at cost</b>		
<b>Investment in Domestic Subsidiaries- Quoted</b>		
33,64,12,200 (33,64,12,200) Equity Shares of JMT Auto Ltd. of Rs. 1/- each	14,305.14	14,305.14
Representing 66.77% (66.77%) of Equity Shares capital of Subsidiary		
Nil (2,21,04,492) Equity Shares of Metalyst Forgings Limited of Rs. 10/- each	–	14,157.54
Representing Nil (54.24%) of Equity Shares capital of Subsidiary (refer sub note (iv) below)		
<b>Investment in Domestic Subsidiaries- Unquoted</b>		
49,994 (49,994) Equity Shares of Amtek Transportation Systems Ltd. of Rs.10/- each	5.00	5.00
Representing 100% (100%) of Equity Shares capital of Subsidiary		
Less : Impairment	(5.00)	–
35,000 (35,000) Equity Shares of Alliance Hydro Power Ltd. of Rs.10/- each	3.50	3.50
Representing 70% (70%) of Equity Shares capital of Subsidiary		
<b>Investment in Overseas Subsidiaries- Unquoted</b>		
2,20,00,000 (2,20,00,000) Equity Shares of Amtek Investments (UK) Ltd. of UK £ 1 each	16,569.23	16,569.23
Representing 100% (100%) of Equity Shares capital of Subsidiary		
Less : Impairment	(16,569.23)	–
25,000 (25,000) Equity Shares of Amtek Duetschland GmbH of Euro 1 each	1,883.30	1,883.30
Representing 100% (100%) of Equity Shares capital of Subsidiary		
Less : Impairment	(1,883.30)	–
Amtek Germany Holding GmbH & Co. KG	0.80	0.80
Representing 100% (100%) of Equity Shares capital of Subsidiary		
Less : Impairment	(0.80)	–
25,000 (25,000) Equity Shares of Amtek Germany Holding GP GmbH of Euro 1 each	20.01	20.01
Representing 100% (100%) of Equity Shares capital of Subsidiary		
Less : Impairment	(20.01)	–
Nil (157) Equity Share of Amtek Global Technologies Pte. Ltd. of SGD 1 each (refer sub-note(iii) below)	–	0.07
Representing Nil (78.50%) of Equity Shares capital of Subsidiary		
100 (100) Equity Share of Amtek Precision Engineering Pte. Ltd. of SGD 1 each	0.04	0.04
Representing 100% (100%) of Equity Shares capital of Subsidiary		
Less : Impairment	(0.04)	–
10 (10) Equity Share of Amtek Engineering Solutions Pte. Ltd. of SGD 1 each	–	–
Representing 100% (100%) of Equity Shares capital of Subsidiary		
Less : Impairment	–	–
10,000 (10,000) Equity share of Amtek Integrated Solutions Pte. Ltd. of SGD 1 each	4.72	4.72
Representing 99.9% (99.9%) of Equity Shares capital of Subsidiary		
Nil (7,000) Equity Shares of Amtek Holding B.V. of Euro 1 each	–	121.54
Representing Nil (100%) of Equity Shares capital of Subsidiary		
<b>Investment in Joint Ventures - Unquoted</b>		
1,66,19,658 (1,66,19,658) Equity shares of Amtek Powertrain Ltd. Automotive India Ltd.) of Rs.10/- each	3,215.24	3,215.24
Representing 50% (50%) of Equity Shares capital of joint venture		
Less : Impairment	(1,115.68)	–

Nil (25,09,500) Equity shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.10/- each	–	5,005.00
Representing 50% (50%) of Equity Shares capital of joint venture (Refer Note 3.15)		

**Investment in Associates - Quoted**

Nil (11,56,82,272) Equity Shares of Castex Technologies Ltd. of Rs. 2/- each	–	49,056.64
Representing Nil (30.59%) of Equity Shares capital of Associate (refer sub note (v) below)		

**Investment in Associates - Unquoted**

Nil (86,15,554) Equity shares of ARGL Limited of Rs. 10/- each	–	10,334.21
Representing Nil (42.07%) of Equity Shares capital of Associate (refer sub note (v) below)		

Nil (65,65,816) Equity shares of ACIL Limited of Rs. 10/- each	10,441.89	10,441.89
Representing Nil (43.99%) of Equity Shares capital of Associate (refer sub note (vi) below)		

Less: Impairment	(10,441.89)	–
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56,34,554 (56,34,554) Equity Shares of Blaze Spare Parts (P) Ltd. of Rs.10/- each 5,634.55	5,634.55	
Less: Impairment	(5,634.55)	–

56,34,554 (56,34,554) Equity Shares of Gagandeep Steel & Alloys (P) Ltd. of Rs.10/- each	5,634.56	5,634.56
Less: Impairment	(5,634.56)	–

56,34,554 (56,34,554) Equity Shares of Aaron Steel & Alloys (P) Ltd. of Rs.10/- each	5,634.55	5,634.55
Less: Impairment	(5,634.55)	–

55,44,554 (55,44,554) Equity Shares of Neelmani Engine Components (P) Ltd. of Rs. 10/-each	5,544.55	5,544.55
Less: Impairment	(5,544.55)	–

54,80,562 (54,80,562) Equity Shares of Domain Steel & Alloys (P) Ltd. of Rs. 10/- each	5,480.57	5,480.57
Less: Impairment	(5,480.57)	–

**(II) Investment in Preference Instruments of Subsidiaries,  
Associates and Joint Ventures at cost**

**Investment in Subsidiaries- Unquoted**

0.1% Nil (13,42,280) Preference Shares of Metalyst Forgings Limited of Rs. 10/- each (refer sub note (iv) below)	–	3,999.99
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**Investment in Associates- Unquoted**

0.1% Nil (9,83,562) Preference shares of ARGL Limited of Rs. 10/- each. (refer sub note (v) below)	–	2,468.99
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0.1% 6,95,812 (6,95,812) Preference shares of ACIL Limited of Rs. 10/- each (refer sub note (vi) below)	2,782.60	2,782.60
Less: Impairment	(2,782.60)	–

**Investment in Joint Ventures - Unquoted**

0.01% Nil (0.01% 26,95,000 ) Preference shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.100/- each (Refer Note 3.15)	–	2,695.00
Representing Nil (50%) of Preference Shares capital of joint venture		

**(iii) Investment in Share Warrants of Subsidiaries,  
Associates and Joint Ventures at cost**

**Investment in Subsidiary Company**

Nil (24,00,000) share warrants of Metalyst Forgings Limited	–	2,400.00
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**(iv) Other Investments in Equity Instruments at Fair Value through Profit or Loss:**

**A.1. Domestic Companies**

**A.1.1 Equity Instruments**

2,49,04,492 (Nil) Equity Shares of Metalyst Forgings Limited of Rs. 10/- each (refer sub note (iv) below)	–	–
11,56,82,272 (Nil) Equity Shares of Castex Technologies Ltd. of Rs. 2/- each (refer sub note (v) below)	–	–
86,15,554 (Nil) Equity shares of ARGL Limited of Rs. 10/- each (refer sub note (v) below)	–	–
1,88,500 (1,88,500) Equity shares of Garima Buildprop Pvt Ltd of Rs.10/- each	–	188.50
2,47,070 (2,47,070) Equity shares of Brassco Estates Pvt Ltd of Rs.10/- each	–	24.71
48,56,431 (48,56,431) Equity Shares Asta Motorcycles & Scooter India Ltd. of Rs. 10/-each	–	4,146.12

**A.1.2 Preference Instruments**

0.1% 13,42,280 (Nil) Preference Shares of Metalyst Forgings Limited of Rs. 10/- each (refer sub note (iv) below)	–	–
0.1% 9,83,562 (Nil) Preference shares of ARGL Limited of Rs. 10/- each. (refer sub note (v) below)	–	–
4,50,000 (4,50,000) Preference Shares of Jyoti Structures Ltd. of Rs.100/- each	–	450.00
1,20,54,600 (1,20,54,600) Preference shares of B.S. Ispat Limited of Rs. 10/- each	–	1,205.46
1,14,59,787(1,14,59,787) Preference Shares of Rs.10/-each of Amtek Defence Technologies pvt Ltd	–	1,145.98

**A.2. Overseas Companies**

157 (Nil) Equity Share of Amtek Global Technologies Pte. Ltd. of SGD 1 each (refer sub-note(iii) below)	64,707.59	–
115 (115) Equity Share of AWTL Technologies Pte. Ltd. of SGD 1 each	–	0.06
<b>Total</b>	<b>81,120.51</b>	<b>174,560.06</b>

*(Rupees in Lakhs)*

<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
Aggregate Value of Quoted Investments	14,305.14	77,519.32
Aggregate Value of Unquoted Investments		
- In subsidiaries	8.22	25,008.20
-In Associates	–	53,956.47
-In Joint Ventures	2,099.56	10,915.24
- In others	64,707.59	7,160.83
Aggregate Market Value Of Quoted Investments	13,658.34	57,214.00
Aggregate amount of Impairment in value of Investments	60,747.33	–

**Note:**

- Investments shown in item iv above at fair value through Profit or Loss ("FVTPL") reflect investment in quoted and unquoted equity securities.
- Costs of unquoted equity instruments valued at FVTPL has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

- (iii) The Company held investment in Amtek Global Technologies Pte Limited (AGT) which is classified as subsidiary. Receivers were appointed on 30th April, 2017 by US Bank Trustee limited, acting in its capacity as Security Agent ('the Security Agent') on behalf of the lenders under a facilities agreement dated 10th November, 2014 between, among others, the Security Agent and AGT. Pursuant to this, the Company lost control over AGT and its investment has henceforth been classified as FVTPL at Fair value of Rs. 64,707.59 Lakhs.
- (iv) The Company held investment in Metalyst Forgings Limited (MFL) which was classified as Subsidiary till December 15, 2017. The Company recognised impairment loss on such investment during the year aggregating to Rs.20,957.53 Lakhs which has been disclosed under "exceptional items" in statement of profit or loss. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against MFL vide order of National Company Law Tribunal (NCLT) dated December 20, 2017. Pursuant to this, the Company lost control over MFL and its investment has henceforth been classified as FVTPL at an initial date fair value of Rs. Nil.
- (v) The Company held investment in Castex Technologies Limited (CTL) and ARGL Limited which was classified as associates till December 20, 2017 and March 16, 2018 respectively. The Company recognised impairment loss on such investments during the year aggregating to Rs.49,056.64 Lakhs and Rs. 12,803.20 Lakhs respectively which has been disclosed under "exceptional items" in statement of profit or loss. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against CTL and ARGL Ltd vide order of National Company Law Tribunal (NCLT) dated December 21, 2017 and March 15, 2018 respectively. Pursuant to this, the Company lost significant influence over CTL and ARGL Limited and its investment has henceforth been classified as FVTPL at an initial date fair value of Rs. Nil.
- (vi) The Company held investment in ACIL Limited which is classified as an associate. The Company recognised impairment loss on such investments during the year aggregating Rs.13,224.49 Lakhs which has been disclosed under "exceptional items" in statement of profit or loss. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against ACIL vide order of National Company Law Tribunal (NCLT) dated August 8, 2018. Pursuant to this, the Company lost significant influence over ACIL Limited.

**Note No: 3.3 NON-CURRENT LOANS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Loans at amortised cost</b>		
(a) Security Deposits (unsecured, considered good)	306.61	405.25
<b>Total</b>	<b>306.61</b>	<b>405.25</b>

**Note :** There are no outstanding debts from directors or other officers of the Company.

**Note No: 3.4 OTHER FINANCIAL ASSETS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Non-Current</b>		
<b>Financial Assets carried at Amortised Cost</b>		
<b>-To Related Parties:</b>		
<b>Promoter Contribution:</b>		
Unsecured, considered good	-	-
Unsecured, considered doubtful	13,700.02	-
Less:- Provision for Impairment	(13,700.02)	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Current</b>		
<b>Financial Assets carried at Amortised Cost</b>		
<b>-To Related Parties:</b>		
<b>Receivable against sale of Investment:</b>		
Unsecured, considered good	-	-
Unsecured, considered doubtful	34,347.75	-
Less:- Provision for Impairment	(34,347.75)	-
<b>Total</b>	<b>-</b>	<b>-</b>



**Note No: 3.5 Deferred Tax Asset (Net)**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Deferred Tax Liabilities</b>		
On account of depreciation of Property, Plant and Equipment	–	(77,419.24)
<b>Deferred Tax Assets</b>		
On account of carry forward losses/unabsorbed depreciation	–	116,273.85
On account of amount deductible on payment basis	–	–
others, if any	–	–
	<b>–</b>	<b>38,854.61</b>
 MAT Credit Entitlement	 –	 14,108.16
	<b>–</b>	<b>52,962.77</b>

Note: The Company has de-recognised deferred tax and MAT Credit of Rs. 38,854.61 Lakhs and Rs.14,108.16 Lakhs respectively since the probability of sufficient taxable profits for the future period against which such tax credits would be utilized, is not available with the Company.

**Note No: 3.6 OTHER NON-CURRENT ASSETS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Long term Loans &amp; Advances</b>		
<b>Unsecured, considered good:</b>		
(a) Capital Advances	944.45	1,372.57
(b) Loans/Advances to Related parties		
Promoter Contribution	–	14,100.03
Receivable against sale of Investment	–	34,347.75
Other Loans and Advances	–	79,335.29
(c) Loans/ Advances to others	–	39,507.67
<b>Total</b>	<b>944.45</b>	<b>168,663.31</b>

**CURRENT ASSETS**

**Note No: 3.7 INVENTORIES (AS CERTIFIED BY THE MANAGEMENT)**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Inventories</b>		
Raw Materials*	2,522.53	31,769.76
Work in Progress	2,212.33	45,091.08
Finished Goods	709.34	1,147.42
Stock-in-Trade#	3,536.46	–
Stores, Spares & Dies	3,529.72	7,159.63
Scrap	2,264.10	153.34
<b>Total</b>	<b>14,774.48</b>	<b>85,321.23</b>

\* Includes Goods in Transit Rs.50.06 Lakhs (Previous Year Rs. 173.26 Lakhs)

# Includes Goods in Transit Rs.3,480.79 Lakhs (Previous Year Rs. Nil)

Notes:

- (i) Refer Point No. 2.6 of Significant Accounting Policies for Mode of valuation of inventories.
- (ii) During the year under review, the company has scrapped inventory valued at Rs. 94,561.33 Lakhs (Previous Year Rs. 37,440.57 Lakhs) and inventory of Moulds, Dies and Spares value of Rs. 3,821.99 Lakhs, (Previous Year Rs. Nil) were scrapped on account of obsolescence.
- (iii) Inventory is hypothecated as security against working capital loan.

**CURRENT FINANCIAL ASSETS**

**Note No: 3.8 INVESTMENTS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Investment measured at Fair Value through Profit or Loss</b>		
Canara Robeco Capital protection Oriented Fund 1,99,990 units (Previous year 7,06,137 Units)	24.18	219.25
SBI Dual Advance fund Series 3 Nil Units (Previous year 5,00,000 Units)	–	61.03
<b>Total</b>	<b>24.18</b>	<b>280.28</b>

**Note No: 3.9 TRADE RECEIVABLES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Trade Receivables considered good-Unsecured	19,890.10	39,764.46
Trade Receivables - credit impaired	145.95	–
	<b>20,036.05</b>	<b>39,764.46</b>
Less: Allowance for expected credit loss	145.95	–
<b>Total</b>	<b>19,890.10</b>	<b>39,764.46</b>

Notes:

- (i) For details of trade receivables from related parties, refer note 3.50
- (ii) Trade receivables are non-interest bearing and are generally on credit terms not exceeding twelve months.
- (iii) The Company recognises lifetime expected credit losses on trade receivables using a simplified approach by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in provision matrix.
- (iv) Movement in allowance for credit expected credit loss of receivables is as follows:-

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Balance at the beginning of the year</b>	–	–
Charge in statement of profit & loss	145.95	–
Release to statement of profit & loss	–	–
<b>Balance at the end of the year</b>	<b>145.95</b>	<b>–</b>

- (v) The Company's exposure to customers is diversified and no single customer contributes more than 10% of the outstanding receivables as at March 31, 2018 and March 31, 2017.

**Note No: 3.10 CASH AND CASH EQUIVALENTS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash on Hand	7.50	15.61
<b>Balance with Schedule Banks:</b>		
-Current Accounts	920.25	2,948.86
<b>Total</b>	<b>927.75</b>	<b>2,964.47</b>

**Note No: 3.11 OTHER BANK BALANCES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantee)</b>		
-Fixed Deposits with original maturity of more than 3 months but less than 12 months	1,079.95	841.75
<b>-Earmarked Balances</b>		
Balance in Unpaid Dividend Account	13.07	15.06
<b>Total</b>	<b>1,093.02</b>	<b>856.81</b>

**Note No: 3.12 LOANS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Loans at Amortised Cost</b>		
<b>Unsecured, considered good (unless otherwise stated)</b>		
<b>(a) Loans/Advances to Related parties</b>		
Loans/Advances receivables considered good-Unsecured	—	—
Loans/Advances receivables - credit impaired	87,664.05	—
Less: Allowance for Bad and Doubtful Loans/ Advances	(87,664.05)	—
<b>Total</b>	<b>—</b>	<b>—</b>
<b>(b) Loans/ Advances to others</b>		
Loans/Advances receivables considered good-Unsecured	—	—
Loans/Advances receivables - credit impaired	39,369.27	—
Less: Allowance for Bad and Doubtful Loans/ Advances	(39,369.27)	—
<b>Total</b>	<b>—</b>	<b>—</b>
<b>(c) Others</b>		
Staff Advances	170.36	344.53
Interest Accrued on Deposits	0.77	34.33
Security Deposits	182.09	573.67
<b>Total</b>	<b>353.22</b>	<b>952.53</b>

**Note No: 3.13 CURRENT TAX ASSETS (NET)**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advance Tax /TDS (net of tax provisions)	1,041.77	1,317.21
<b>Total</b>	<b>1,041.77</b>	<b>1,317.21</b>

**Note No: 3.14 OTHER CURRENT ASSETS**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(i) Advances other than Capital Advances</b>		
<b>Advances to Suppliers:</b>		
<b>Unsecured, considered good (unless otherwise stated)</b>		
To Related Parties - unsecured	7,606.61	-
To others - unsecured	2,063.96	160.32
To others - credit impaired	5,307.56	
Less: Provision for Doubtful Recoverables	(5,307.56)	-
	<b>9,670.57</b>	<b>160.32</b>
Prepaid Expenses	138.82	598.01
Balance with revenue Authorities	6,899.40	4,620.68
Other Current Assets	105.00	5,466.44
<b>(ii) Others</b>		
Inventories not moved for over 1 year	-	28,426.41
<b>Total</b>	<b>16,813.79</b>	<b>39,271.86</b>

Note:

- (i) Balances with statutory authorities primarily relate to input credit entitlements and amounts paid under protest in respect of demands and claims from regulatory authorities.

**Note No: 3.15 ASSET CLASSIFIED AS HELD FOR SALE**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
25,09,500 (Nil) Equity shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.10/- each	5,005.00	-
Representing 50% (Nil) of Equity Shares capital of joint venture (Refer sub-note (i) below)		
0.01% 26,95,000 (Nil) Preference shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.100/- each (Refer sub-note (i) below)	2,695.00	-
Representing 50% (Nil) of Preference Shares capital of joint venture		
<b>Total</b>	<b>7,700.00</b>	<b>-</b>

Note:

- (i) On 22.06.2017, the Company has signed and executed memorandum of Understanding (MOU) with Nippon Steel and Sumitomo Metal Corporation ("NSSMC") to sell all equity shares and preference shares held by Company in its joint venture Company, SMI Amtek Crankshaft Private Limited to NSSMC. At 31st March, 2018 investment in SMI Amtek Crankshaft Private Limited has been classified as held for sale. Subsequent to year end, the Company has entered into Business Transfer Agreement dated 16.04.2018 and transfer is expected to be completed within 12 months.

**Note No: 3.16 EQUITY SHARE CAPITAL**

**AUTHORISED SHARE CAPITAL**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
40,00,00,000 (Previous Year 40,00,00,000) Equity Shares, Rs.2/- Par Value	8,000.00	8,000.00
35,00,00,000 (Previous Year 35,00,00,000) Preference Shares, Rs. 100/- Par Value	3,500.00	3,500.00
<b>Total</b>	<b>11,500.00</b>	<b>11,500.00</b>

**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
24,82,55,428 (Previous Year 24,82,55,428) Equity Shares, fully paid-up of Rs. 2/-Par value	4,965.11	4,965.11
<b>Total</b>	<b>4,965.11</b>	<b>4,965.11</b>

**Note No: 3.16.1** The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2018, 31.03.2017 is set out below:

**EQUITY SHARES**

(Rupees in Lakhs)

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning of the year	248,255,428	4,965.11	224,755,428	4,495.11
Add: Shares Issued during the year	–	–	23,500,000	470.00
Number of Shares at the end of the year	248,255,428	4,965.11	248,255,428	4,965.11

**Note No: 3.16.2 Rights, preferences and restrictions attached to Shares**

**Equity Shares :** The Company has issued only one class of shares referred to as equity shares having a par value of Rs 2/- per share.

Each holder of equity shares is entitled to one vote per share. The rights of the shareholders have been suspended from July 24, 2017, as per the provisions of Insolvency & Bankruptcy Code, 2016 when corporate insolvency resolution proceedings ('CIRP') were initiated against the Company. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

**Note : 3.16.3 Details of Shareholders Holding more than 5% Share Capital**

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	% of Holding	Number of Shares	% of Holding
<b>Equity Shares</b>				
Turjo Arts Pvt. Ltd.	15,868,390	6.39%	15,868,390	6.39%
Amtek Laboratories Ltd	28,240,895	11.38%	28,240,895	11.38%
Shivani Horticulture Pvt Ltd	15,279,576	6.15%	15,279,576	6.15%
Aisa International Pvt. Ltd.	24,410,000	9.83%	24,410,000	9.83%

Subsequent to the year end, a resolution plan was approved by NCLT and there will be a change in the shareholding pattern of the Company.

**Note No : 3.16.4 Details of bonus shares issued during the last five years (In Numbers)**

Nature	31.03.2017	31.03.2016	30.09.2015	30.09.2014	30.09.2013
Equity Shares	Nil	Nil	Nil	Nil	Nil

**Note No : 3.16.5 Details of shares bought back, during the last five years.**

Nature	31.03.2017	31.03.2016	30.09.2015	30.09.2014	30.09.2013
Equity Shares	Nil	Nil	Nil	Nil	1,923,999

**Note No: 3.17 OTHER EQUITY**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Capital Reserve</b>		
Opening Balance	15,633.67	15,633.67
Add: Addition/(deduction) during the year	–	–
<b>Closing Balance (A)</b>	<b>15,633.67</b>	<b>15,633.67</b>
<b>Securities Premium</b>		
Opening Balance	299,797.02	288,517.02
Add: Addition/(deduction) during the year	–	11,280.00
<b>Closing Balance (B)</b>	<b>299,797.02</b>	<b>299,797.02</b>
<b>Debenture Redemption Reserve</b>		
Opening Balance	45,466.00	45,466.00
Add: Transfer from Statement of Profit and Loss	–	–
<b>Closing Balance (C)</b>	<b>45,466.00</b>	<b>45,466.00</b>
<b>Investment Allowance Reserve</b>		
Opening Balance	54.68	54.68
Add: Transfer from Statement of Profit and Loss	–	–
<b>Closing Balance (D)</b>	<b>54.68</b>	<b>54.68</b>
<b>Capital Subsidy Reserve</b>		
Opening Balance	25.50	25.50
Add: Transfer from Statement of Profit and Loss	–	–
<b>Closing Balance (E)</b>	<b>25.50</b>	<b>25.50</b>
<b>General Reserve</b>		
Opening Balance	139,570.54	139,570.54
Add: Transfer from Statement of Profit and Loss	–	–
<b>Closing Balance (F)</b>	<b>139,570.54</b>	<b>139,570.54</b>
<b>Retained Earnings</b>		
Opening Balance	(216,390.34)	(54,180.44)
Add: Profit/ (Loss) for the year	(1,215,068.12)	(162,399.10)
Add: Transfer from Other Comprehensive Income	18,401.57	189.20
<b>Closing Balance (G)</b>	<b>(1,413,056.89)</b>	<b>(216,390.34)</b>

**Other Comprehensive Income**

(i) Investments through OCI	-	160.28
(ii) Debt Instruments through OCI	-	18,241.29
(iii) Other items of Other Comprehensive Income	326.79	110.47

<b>Closing Balance (H)</b>	<b>326.79</b>	<b>18,512.04</b>
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<b>Closing Balance as on 31.03.2018 (A+B+C+D+E+F+G+H)</b>	<b>(912,182.69)</b>	<b>302,669.11</b>
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- (A) **Capital reserve Account** : Capital reserves account is created on account of buyback of Foreign Currency Convertible Bonds and forfeiture of warrant money.
- (B) **Securities premium** : Securities premium account is used to record premium received on issue of shares. The account is utilised in accordance with the provisions of the Companies Act, 2013 (the "Companies Act").
- (C) **Debenture Redemption Reserve** : The Companies Act, 2013 requires that where a Company issues debentures, it shall create a debenture redemption reserve out of profits of the Company available for payment of dividend. The Company is required to maintain a Debenture Redemption Reserve of 25% of the value of debentures issued, either by a public issue or on a private placement basis. The amounts credited to the debenture redemption reserve cannot be utilised by the Company except to redeem debentures.
- (D) **Investment Allowance Reserve** : Investment Allowance was created on account of allowance as per Income Tax Act, 1961 for setting up the industry in backward area.
- (E) **Capital subsidy Reserve**: Capital subsidy was received from Haryana State Industrial Development Corporation as DG set subsidy for setting up of industry in backward area.
- (F) **General Reserve** : Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.
- (G) **Retained earnings** - Retained earnings are created from the profit/ loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

**NON-CURRENT FINANCIAL LIABILITIES**

**Note No: 3.18 LONG TERM BORROWINGS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Secured Loans</b>		
<b>(I) Redeemable Non-Convertible Debentures</b>		
(i) 10.00% Non-Convertible Debentures	20,000.00	20,000.00
(ii) 10.25% Non-Convertible Debentures	68,452.50	68,452.50
(iii) 10.50% Non-Convertible Debentures	53,170.00	53,170.00
(iv) 11.25% Non-Convertible Debentures	20,000.00	20,000.00
(v) 11.50% Non-Convertible Debentures	8,000.00	8,000.00
<b>(II) Term Loans</b>		
<b>From Banks</b>		
- In Indian Currency	265,068.19	331,117.05
- In Foreign Currency	201,500.00	200,999.66
<b>From Others</b>		
- In Indian Currency	114,618.65	54,823.09
<b>Sub-Total</b>	<b>750,809.34</b>	<b>756,562.30</b>

**Unsecured Loans**

**From Banks**

- In Indian Currency	77,168.08	72,334.33
- In Foreign Currency	17,333.33	17,290.29

**From Others**

- In Indian Currency	29,795.56	24,803.48
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**Sub-Total**

<b>124,296.97</b>	<b>114,428.10</b>
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**Total**

<b>875,106.31</b>	<b>870,990.40</b>
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Less: Current maturities of long term borrowings classified under 'other financial liabilities'

875,106.31	870,990.40
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**Total**

-	-
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Note:

(i) Particulars of Securities:-

- Debentures are secured by way of first Pari passu charge on Company's present and future movable and immovable assets except current Assets and Working Capital.
- Term Debts from Financial Institutions/Banks are secured by way of mortgage of Company's all Immovable Properties ranking pari passu inter-se and hypothecation of whole of the Company's Movable Properties including Plant & Machinery, Machinery spares, tools and accessories, present and future, and personal guarantee of one of the directors of the Company.

- (ii) The Company defaulted in repayment of loans and borrowings to the banks and financial institutions during the year and the Company has also defaulted in repayment of dues to debenture-holders during the year. Pursuant to the continuing defaults of the Company, a corporate insolvency resolution process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 was initiated against the Company vide an order of the Principal Bench of the National Company Law Tribunal ("NCLT") dated 24 July, 2017. Owing to the initiation of CIRP, the borrowings are considered currently payable and therefore, classified under other financial liabilities as 'current maturities of long term borrowings'. In the absence of a resolution to CIRP upto year end, the original repayment schedule is not applicable.

**Note No: 3.19 LONG TERM PROVISIONS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(i) Provision for Employee Benefits (refer note 3.44)</b>		
Gratuity	946.26	1,269.30
Leave Encashment	585.85	710.30
<b>(ii) Others</b>		
Provision for Dismantling of PPE*	-	2,137.64
<b>Total</b>	<b>1,532.11</b>	<b>4,117.24</b>

\* As at the close of year ended March 31, 2018, the Company has reassessed provision for dismantling of Property, Plant & Equipments to Nil in terms of requirements of lease agreements requiring dismantling and therefore has reversed the entire provision for dismantling created in earlier year(s).



**Note No: 3.20 OTHER NON-CURRENT LIABILITIES**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Promoter's Contribution (Refer sub-note (i) below)	–	49,277.79
<b>Total</b>	<b>–</b>	<b>49,277.79</b>

Note:

- (i) Promoter's contribution has been classified under Current Financial Liabilities pursuant to CIRP initiated against the Company (refer Note 3.23)

**CURRENT FINANCIAL LIABILITIES**

**Note No: 3.21 SHORT TERM BORROWINGS**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Loans Repayable on Demand</b>		
<b>Secured Loans</b>		
Borrowing for Working Capital		
- From Banks	194,544.48	182,911.50
<b>Unsecured Loans</b>		
- From Non-Banking Financial Institutions	6,000.00	–
<b>Total</b>	<b>200,544.48</b>	<b>182,911.50</b>

\*Working Capital facilities are secured by hypothecation of raw material, semi-finished goods/stock-in-process, consumable stores and book debt of the Company.

**Note No: 3.22 TRADE PAYABLES**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>A) Total outstanding dues of micro and small enterprises</b>		
(a) The principle amount relating to micro and small enterprises	576.58	685.91
(b) The Interest amount due but not paid	–	–
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	–	–
(f) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure u/s 23 of Micro, Small and Medium Enterprises Development Act, 2006.	–	–

(B) Total outstanding dues of creditor other than micro and small enterprises:	30,724.93	22,710.78
<b>Total</b>	<b>31,301.51</b>	<b>23,396.69</b>

**Note No: 3.23 OTHER FINANCIAL LIABILITIES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current maturities of Long Term Borrowings (refer sub-note (i) below)	875,106.31	870,990.40
Interest Accrued but not due on borrowings	–	8,368.46
Interest Accrued and due on borrowings	141,550.77	90,746.60
Unpaid Dividends	10.33	12.32
Payable to Employees	238.46	–
Retention Money/security deposits	241.92	78.24
Promoter's Contribution (refer Note 3.20)	48,732.41	–
<b>Total</b>	<b>1,065,880.20</b>	<b>970,196.02</b>

Note :

- (i) since all term loans/ECB's/NCD's have become payable on demand in view of defaults in repayment of installments including interest and pursuant to CIRP initiated against the Company entire term loan has been shown as current liabilities. (refer Note 3.18)

**Note No: 3.24 OTHER CURRENT LIABILITIES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Statutory Dues	1,599.94	1,898.81
Payable for Capital Goods	–	3,921.47
Advance from customers	573.12	3,791.79
Other Liabilities	11.06	10,007.08
<b>Total</b>	<b>2,184.12</b>	<b>19,619.15</b>

Note:

- (i) Statutory dues primarily relate to payables in respect of GST, excise duty, service tax, VAT, Professional Tax, Welfare Fund, Provident Fund, Employee State Insurance, Tax Deducted at Source and Tax collected at Source.

**Note No: 3.25 SHORT TERM PROVISIONS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Provision for Employee Benefits (refer Note 3.44)</b>		
-Gratuity	137.97	90.72
-Leave Encashment	45.50	38.94
<b>Total</b>	<b>183.47</b>	<b>129.66</b>

**Note No: 3.26 REVENUE FROM OPERATIONS**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Sales of Products</b>		
-Domestic	99,101.55	162,211.44
-Export/Merchant Export	33,533.69	25,188.56
-Deemed Export	560.27	674.03
<b>Other Sales and Services</b>		
-Scrap	7,512.85	2,503.05
-Job Work	2,451.07	2,040.90
<b>Other Operating Revenues</b>	2,825.19	2,370.85
	<b>145,984.62</b>	<b>194,988.83</b>

Note: (i) Sales include component bought & sold, direct export and indirect export.

(ii) Export sale excludes the stock in transit and stock in warehouse of Rs.3,705.20 Lakhs (Previous Year Rs. Nil)

**Note No: 3.27 OTHER INCOME**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest	52.56	39.44
Gain on Sale of Property, Plant and Equipment (Net)	10.08	2,120.71
Gain on Exchange Fluctuation	6,522.35	–
Miscellaneous Income	111.39	517.94
Rent	834.64	579.08
	<b>7,531.02</b>	<b>3,257.17</b>

**Note No: 3.28 COST OF MATERIALS CONSUMED**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening Stock of Raw Material	31,596.49	59,391.49
Add : Purchase of Raw Material	59,712.83	71,624.99
	<b>91,309.32</b>	<b>131,016.48</b>
<b>Less : Closing Stock of Raw Material</b>	<b>2,472.47</b>	<b>31,596.49</b>
	<b>88,836.85</b>	<b>99,419.99</b>

Note:- Raw material mainly include steel bars/billets, forgings, alloys castings, aluminium casting, child parts.

**Note No: 3.28.1 IMPORTED AND INDIGENOUS SPARE PARTS AND COMPONENTS**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Raw Material</b>		
Consumption of imported Raw Material	2,364.20	380.63
(Percentage of Consumption of Raw Material)	2.66%	0.38%
Consumption of similar domestic Raw Material	86,472.65	99,039.36
(Percentage of Consumption of Raw Material)	97.34%	99.62%
<b>Total Consumption of Raw Material</b>	<b>88,836.85</b>	<b>99,419.99</b>

**Note No: 3.29 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Opening Stock as on 01-04-2017</b>		
- Work in Progress	73,517.49	84,646.56
- Finished Goods	1,147.42	8,207.54
- Scrap	153.35	114.99
<b>Total Opening stock</b>	<b>74,818.26</b>	<b>92,969.09</b>
<b>Less : Closing Stock as on 31.03.2018</b>		
- Work in Progress	2,212.33	73,517.49
- Finished Goods	709.34	1,147.42
- Stock-in-Trade	3,536.46	-
- Scrap	2,264.10	153.35
<b>Total Closing stock</b>	<b>8,722.23</b>	<b>74,818.26</b>
<b>Change in Inventories</b>	<b>66,096.03</b>	<b>18,150.83</b>
Less :Diminution in value of Inventory	94,561.33	37,440.57
<b>Net change in Inventories</b>	<b>(28,465.30)</b>	<b>(19,289.74)</b>

Note: (i) Closing Stock-in-Trade includes stock lying in warehouse of Rs.3,480.79 Lakhs (Previous Year Rs. Nil)

**Note No: 3.30 Employee Benefits Expenses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries & Wages	9,281.28	10,106.97
Contribution to Provident and other Funds	575.30	343.81
Staff Welfare Expenses	357.22	460.61
	<b>10,213.80</b>	<b>10,911.39</b>

**Note No: 3.31 Finance Costs**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest on Borrowings	58,181.70	136,148.54
Interest on Provision for Dismantling on PPE	–	156.75
Other borrowing cost	60.00	216.02
	<b>58,241.70</b>	<b>136,521.31</b>

**Note No: 3.32 Depreciation and Amortisation Expenses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Depreciation and Amortisation	71,053.45	56,876.01
	<b>71,053.45</b>	<b>56,876.01</b>

**Note No: 3.33 Impairment Losses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Provision for Impairment of Loans & Other Non-Current Financial Assets	175,081.27	–
	<b>175,081.27</b>	<b>–</b>

**Note No: 3.34 Other Expenses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Manufacturing Expenses</b>		
Consumption of Stores & Spare Parts	6,428.76	5,231.56
Power & Fuel	4,468.58	4,098.28
Testing Fees & Inspection Charges	215.11	58.08
Freight Inwards	903.98	1,195.39
Repairs to Plant & Machinery	937.82	600.76
Job Work & Rejection	1,856.92	2,453.22
<b>Total Manufacturing Expenses</b>	<b>14,811.17</b>	<b>13,637.29</b>

**B) Administrative & Selling Expenses**

Advertisement & Publicity	10.17	2.80
Auditor's Remuneration (refer sub note (i) below)	24.00	20.80
Bank Charges	427.51	760.21
Book & Periodicals	0.72	2.79
Customer Relation Expenses	24.32	358.05
Charity & Donation	1.30	7.98
Director's sitting fees	4.50	22.00
Insurance Charges	350.43	107.55
ISO/QS Expenses	23.82	216.46
Legal & Professional	1,762.40	515.39
Office and Factory Expenses	453.09	800.56

Printing & Stationery	79.61	96.06
Provision for bad & doubtful debts	145.95	–
Rate, Fee & Taxes	371.93	199.74
Rent	535.69	643.75
Recruitment & Training	3.42	6.70
<b>Repairs &amp; Maintenance</b>		
Repairs & Maintenance of Others	297.55	400.13
Running & Maintenance of Vehicle	257.06	234.71
Subscription & Membership Fees	14.13	46.72
Postage & Telephone Expenses	170.79	281.80
Travelling & Conveyance	501.89	1,425.97
Watch & Ward	251.59	271.95
Other Selling Expenses	4,728.03	3,974.94
<b>Total Administrative &amp; Selling Expenses</b>	<b>10,439.90</b>	<b>10,397.06</b>
<b>Total (A + B)</b>	<b>25,251.07</b>	<b>24,034.35</b>

**Note (i) Auditor's Remuneration** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Auditors Payments</b>		
As Auditor	20.00	16.50
For reimbursement of expenses	4.00	4.30
<b>Total</b>	<b>24.00</b>	<b>20.80</b>

**Note No: 3.35 EXPENDITURE IN FOREIGN CURRENCY** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Travelling	–	205.21
Interest, Legal, warehouse and Other Expenses	158.77	266.07
<b>Total</b>	<b>158.77</b>	<b>266.07</b>

Note: Travelling expenditure in foreign currency includes directors travelling.

**Note No: 3.36 VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Raw material	2,364.20	380.63
Components and spare parts	71.65	202.67
Capital goods	22.43	–
<b>Total</b>	<b>2,458.28</b>	<b>583.30</b>

**Note No: 3.37 EARNINGS IN FOREIGN EXCHANGE**

(Rupees in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Export of Goods	33,533.69	25,188.56
<b>Total</b>	<b>33,533.69</b>	<b>25,188.56</b>

**Note No: 3.38 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Bank Guarantees Issued by bank on Company's behalf	128.90	449.40
Corporate Guarantees Issued by Company	141,350.00	141,350.00
Indemnity Bonds Issued to Lenders on behalf of Other Company	66,070.00	66,070.00
Disputed Sales tax/Vat/entry Tax/Excise Duty/Service Tax/Income Tax & Others (Including Interest and penalty)	4,118.40	3,536.59
Any amount that the Company may be liable to pay on finalisation of legal cases pending against the Company including the recall notices issued by various Banks/FII's	Amount not ascertainable	Amount not ascertainable
<b>Total</b>	<b>211,667.30</b>	<b>211,405.99</b>

**Note No: 3.39 IMPORTED AND INDIGENOUS SPARE PARTS AND COMPONENTS**

(Rupees in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Spares parts and components</b>		
Consumption of imported spares parts and components	71.65	202.67
(Percentage of Consumption of Spare Parts and Components)	1.11%	3.87%
Consumption of similar domestic spares parts and components	6,357.11	5,028.89
(Percentage of Consumption of Spare Parts and Components)	98.89%	96.13%
<b>Total Consumption of Spares and components</b>	<b>6,428.76</b>	<b>5,231.56</b>

**Note No: 3.40 CAPITAL COMMITMENTS**

(Rupees in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net)	—	—
<b>Total</b>	<b>—</b>	<b>—</b>

Note No. : 3.41 EXCEPTIONAL ITEMS

(Rupees in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Diminution in value of Inventories	98,383.32	37,440.57
Provision for impairment on Property, plant and equipment and other assets	814,615.53	–
Property, plant and equipment and other assets written off	14,795.58	–
Loss on sale of pledged shares	–	2,034.38
Other Exceptional Items	1,031.38	30,902.89
<b>Fair value through Profit or Loss :</b>		
-Investment in Equity and Preference Shares	(57,996.69)	–
	<b>870,829.12</b>	<b>70,377.84</b>
<b>Note:</b>		
(i) Provision for Impairment on Property, plant and equipment and other assets includes:-		
Provision for Impairment of Other Current Assets	5,307.56	–
Provision for Impairment of Investment	143,564.69	–
Provision for Impairment of Capital work in progress	111,347.81	–
Provision for Impairment of Property, Plant and Equipment	554,395.47	–
<b>Total</b>	<b>814,615.53</b>	<b>–</b>
(ii) Property, plant and equipment and other assets written off includes:-		
Bad Debts	9,775.20	–
Balances Write off	1,184.31	–
Duty & Taxes written off	452.30	–
Investment written off	571.54	–
Property, Plant and Equipment written off	3,244.32	–
Provision for Dismantling written back	(432.09)	–
<b>Total</b>	<b>14,795.58</b>	<b>–</b>
(iii) Other Exceptional Items includes :		
Additional Depreciation	–	30,902.89
Cost of Poor Quality	619.44	–
Security perfection expenses	411.94	–
<b>Total</b>	<b>1,031.38</b>	<b>30,902.89</b>



**Note No.: 3.42 OTHER COMPREHENSIVE INCOME**

(Rupees in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A Items that will not be reclassified subsequently to Profit or Loss</b>		
i) Fair valuation of Investments	–	142.90
Fair valuation of Metalyst Forgings Limited	–	–
ii) Re-classification of actuarial gain/(losses), arising in respect of Defined Employee Benefit Obligations- Gratuity	141.72	(28.05)
iii) Deferred Tax Effect	–	8.67
iv) Re-classification of actuarial gain/(losses), arising in respect of Defined Employee Benefit Obligations- Leave Encashment	74.60	30.80
v) Deferred Tax Effect	–	(9.52)
<b>B Items that will be reclassified subsequently to Profit or Loss</b>		
i) Change in fair value of FVTOCI Instruments	–	18,570.90
ii) Deferred Tax Effect	–	5,738.41
	<b>216.32</b>	<b>12,977.29</b>

**Note No : 3.43 EARNINGS PER EQUITY SHARE**

(Rupees in Lakhs)

Calculation of EPS ( Basic and Diluted)	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Basic</b>		
Opening number of Shares	248,255,428.00	224,755,428.00
Share issued during the year	–	23,500,000.00
Shares bought back during the year	–	–
Closing number of shares	248,255,428.00	248,255,428.00
<b>Weighted Average No of Shares</b>	248,255,428.00	224,819,812.00
<b>Face value of Shares</b>	2.00	2.00
<b>Profit/(Loss) after tax for the year (Rs. In Lakhs)</b>	(1,215,068.12)	(162,399.10)
<b>EPS (Rs. Per Share)</b>	(489.44)	(72.24)
<b>Diluted</b>		
Number of shares considered as basic weighted average shares outstanding	248,255,428.00	224,819,812.00
Add: Weighted Average of Dilutive Equity	–	–
<b>Number of shares considered as diluted for calculating of Earning per share Weighted Average</b>	248,255,428.00	224,819,812.00
<b>Face value of Shares</b>	2.00	2.00
<b>Profit/(Loss) after Tax for the year (Rs. In Lakhs)</b>	(1,215,068.12)	(162,399.10)
Add: Effective Cost of Dilutive Equity	–	–
<b>Profit/(Loss) after Tax for the year (Rs. In Lakhs) for Dilution</b>	(1,215,068.12)	(162,399.10)
<b>Diluted EPS (Rs. Per Share)</b>	(489.44)	(72.24)

**Note No. 3.44 EMPLOYEE BENEFITS (AS-19)**

**A. Defined Contribution Plans**

The Company makes contributions, determined as specified percentage of Employee's salary towards Provident Fund, Labour Welfare Fund and Employee State Insurance Scheme which are collectively defined as defined contribution plans. The Company has no obligation other than to make the specified contributions. The Contributions are charged to the Statement of Profit and loss as they occurred.

**B. Defined Benefit Plans**

The following data are based on the report of the actuary.

The principal assumptions used in the actuarial valuations of Gratuity and Leave Encashment are as below:-

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Discount rate	7.73	7.50
Future Salary Escalation Rate	10.00	10.00
Average Remaining working life (Years)	20.84	21.69
Retirement Age	58.00	58.00

**GRATUITY**

The Employees Gratuity Fund scheme is unfunded except Mandideep Plant which is managed with Life Insurance Corporation of India (LIC). The Present value of Obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional units of Employee Benefit Entitlement and measures each unit separately to build up the final obligation.

**i. Change in Net Defined Benefit obligations:**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Net Defined Benefit liability as at the beginning of the year	1,360.02	1,172.74
Acquisition Adjustment	9.09	—
Service Cost	129.04	163.44
Net Interest Cost (Income)	102.00	93.82
Past service cost including curtailment Gains/ Losses	21.31	—
Actuarial ( Gain) /Loss on obligation	(142.14)	28.05
Benefits Paid directly by the enterprise	(162.40)	(98.03)
<b>Present Value of Obligations as at the end of the year</b>	<b>1,316.92</b>	<b>1,360.02</b>

**ii. The Amount Recognised in the Income Statement.**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Service Cost	150.35	163.44
Net Interest Cost	85.85	93.82
<b>Expenses recognised in the Income Statement</b>	<b>236.20</b>	<b>257.26</b>

**iii. Other Comprehensive Income (OCI)** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Net cumulative unrecognized actuarial gain/(loss) opening	–	–
Actuarial gain / (loss) for the year on PBO	142.14	(28.05)
Actuarial gain /(loss) for the year on Asset	(0.42)	–
Net Actuarial (Gain)/ Loss recognized in the year	–	–
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>141.72</b>	<b>(28.05)</b>

**iv. Change in Plan Assets** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Fair value of Plan Assets at the beginning of the period	–	–
Difference in Opening Plan Asset	215.33	–
Actual return on Plan Assets	15.73	–
Employer Contribution	19.86	–
Benefits paid	(18.23)	–
<b>Fair value of Plan Assets at the end of the period</b>	<b>232.69</b>	<b>–</b>

**v. Balance Sheet and related analyses** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present Value of Obligation at the end of the year	1,316.92	1,360.02
Fair Value of Plan Assets	232.69	–
<b>Unfunded Liability Recognised in the Balance Sheet</b>	<b>1,084.23</b>	<b>1,360.02</b>

**vi. Bifurcation of PBO at the end of year in current and non current.** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current Liability (Amount due within one year)	137.97	90.72
Non Current Liability (Amount due over one year)	946.26	1,269.30
<b>Total PBO at the end of year</b>	<b>1,084.23</b>	<b>1,360.02</b>

**vii. Sensitivity Analysis of the defined benefit obligation.**

a) Impact of the change in discount rate	FY 17-18	FY 16-17
Present Value of Obligation at the end of the period	<b>1,316.92</b>	<b>1,360.01</b>
(a) Impact due to increase of 0.50%	(56.99)	(66.06)
(b) Impact due to decrease of 0.50 %	62.10	70.62

<b>b) Impact of the change in salary increase</b>	<b>FY 17-18</b>	<b>FY 16-17</b>
Present Value of Obligation at the end of the period	<b>1,316.92</b>	<b>1,360.01</b>
(a) Impact due to increase of 0.50%	60.48	68.62
(b) Impact due to decrease of 0.50%	(56.11)	(64.90)

**viii. Maturity Profile of Defined Benefit Obligation** *(Rupees in Lakhs)*

<b>Year</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
a) 0 to 1 Year	137.91	90.72
(b) 1 to 2 Year	64.10	20.50
(c) 2 to 3 Year	29.74	36.34
(d) 3 to 4 Year	23.91	23.40
(e) 4 to 5 Year	75.88	33.24
(f) 5 to 6 Year	67.63	76.80
(g) 6 Year onwards	917.75	1,079.01

**LEAVE ENCASHMENT (UNFUNDED)**

The Employees Leave Encashment scheme is unfunded and entitles employees to encash accumulated balance on retirement/ termination of Employment. The Present value of Obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional units of Employee Benefit Entitlement and measures each unit separately to build up the final obligation.

**i. Table Showing Change in Benefit obligations:** *(Rupees in Lakhs)*

<b>Particulars</b>	<b>For the year ended 31st March, 2018</b>	<b>For the year ended 31st March, 2017</b>
Present value of obligation as at the beginning of the year	749.24	751.31
Acquisition Adjustment	8.01	–
Current Service Cost	59.70	84.71
Interest Cost	56.19	60.10
Actuarial ( Gain) /Loss on obligation	(74.60)	(30.80)
Benefits Paid	(167.19)	(116.08)
<b>Present Value of Obligations as at the end of the year</b>	<b>631.35</b>	<b>749.24</b>

**ii. The Amount Recognised in the Income Statement.** *(Rupees in Lakhs)*

<b>Particulars</b>	<b>For the year ended 31st March, 2018</b>	<b>For the year ended 31st March, 2017</b>
Service Cost	59.70	84.71
Net Interest Cost	56.19	60.10
<b>Expenses (Income) recognised in the Income Statement</b>	<b>115.89</b>	<b>144.81</b>

**iii. Other Comprehensive Income (OCI)** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Net cumulative unrecognized actuarial gain/(loss) opening	–	–
Actuarial (gain) / loss for the year on PBO	(74.60)	(30.80)
Actuarial (gain) / loss for the year on Asset	–	–
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>(74.60)</b>	<b>(30.80)</b>

**iv. Balance Sheet and related analyses** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present Value of Obligation at the end of the year	631.35	749.24
Fair Value of Plan Assets	–	–
<b>Unfunded Liability Recognised in the Balance Sheet</b>	<b>(631.35)</b>	<b>(749.24)</b>

**v. Bifurcation of PBO at the end of year in current and non current.** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current Liability (Amount due within one year)	45.50	38.94
Non Current Liability (Amount due over one year)	585.85	710.30
<b>Total PBO at the end of year</b>	<b>631.35</b>	<b>749.24</b>

**vi. Sensitivity Analysis of the defined benefit obligation.**

a) Impact of the change in discount rate	FY 17-18	FY 16-17
Present Value of Obligation at the end of the period	<b>631.35</b>	<b>743.84</b>
(a) Impact due to increase of 0.50%	(30.89)	(37.79)
(b) Impact due to decrease of 0.50%	33.56	41.04
b) Impact of the change in salary increase	FY 17-18	FY 16-17
Present Value of Obligation at the end of the period	<b>631.35</b>	<b>743.84</b>
(a) Impact due to increase of 0.50%	32.68	39.88
(b) Impact due to decrease of 0.50%	(30.41)	(37.13)

**vii. Maturity Profile of Defined Benefit Obligation** *(Rupees in Lakhs)*

Years	As at 31st March, 2018	As at 31st March, 2017
a) 0 to 1 Year	45.50	38.68
(b) 1 to 2 Year	10.90	44.71
(c) 2 to 3 Year	11.13	27.72
(d) 3 to 4 Year	14.35	42.69
(e) 4 to 5 Year	23.38	31.20
(f) 5 to 6 Year	40.35	49.45
(g) 6 Year onwards	485.74	509.20

**Note No. 3.45 Segment Information**

The business activity of the Company falls within one operating segment viz. 'Auto Components' and substantially sale of the product is within the country. Hence the disclosure requirement of Indian Accounting Standard 108 "Operating Segments" is not considered applicable.

(i) Details of revenue from operations based on geographical location of customer is as below:

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Domestic	99,661.82	162,885.47
Overseas	33,533.69	25,188.56
<b>Total</b>	<b>133,195.51</b>	<b>188,074.03</b>

(ii) Details of Non-Current Segment Assets based on geographical location of customer is as below:

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Domestic	250,362.88	991,334.60
Overseas	–	–
<b>Total</b>	<b>250,362.88</b>	<b>991,334.60</b>

- a) Domestic information includes sales and services to customers located in India.
- b) Overseas information includes sales and services rendered to customers located outside India.
- c) Non-current segment assets includes property, plant and equipment, capital work in progress and capital advances.

**Note No. 3.46 Tax Expenses**

- a) Reconciliation of tax expense and the accounting profit/(loss) multiplied by India's domestic tax rate for March 31, 2018 and March 31, 2017:

*(Rupees in Lakhs)*

	Year Ended March 31, 2018	Year Ended March 31, 2017
Profit / (Loss) before tax for the year	(1,161,331.10)	(224,352.12)
At India's statutory income tax rate of 34.608% (Previous Year 30.90%)	(401,913.47)	(69,324.81)
a) Income exempt from tax/items not deductible	563.14	7,541.02
<b>b) Deferred tax assets not recognised for the year Related to:</b>		
i) Property, Plant and Equipment	229,581.00	–
ii) Business Losses and unabsorbed depreciation for the year	62,377.74	–
iii) Expenses recognized during the year but allowed in subsequent years	92,042.34	–
iv) Amounts deductible on payment basis	16,811.77	–
v) Others	537.48	–
c) Derecognition of deferred tax asset on losses, unabsorbed depreciation and other assets pertaining to earlier years	38,854.61	–
d) Derecognition of MAT Credit entitlement recognized in earlier years	14,108.17	–
e) Earlier year taxes	774.24	–
h) Others	–	(169.24)
<b>At the effective income tax rate of -4.67% (Previous Year 27.61%)</b>	<b>53,737.02</b>	<b>(61,953.02)</b>
Income tax expense reported in the statement of profit and loss	53,737.02	(61,953.02)

Movement of deferred tax liability from beginning to end of financial year is as follows:

(Rs. In Lakhs)

Particulars	As at April 01, 2016	Provided during the year	As at March 31, 2017	Provided during the year	As at March 31, 2018
<b>Deferred tax liability:</b>					
a) Related to Property Plant and Equipments	76,329.87	1,089.36	77,419.23	(77,419.23)	–
<b>Total deferred tax liability</b>	<b>76,329.87</b>	<b>1,089.36</b>	<b>77,419.23</b>	<b>(77,419.23)</b>	<b>–</b>
<b>Deferred tax assets:</b>					
a) Business Losses and unabsorbed depreciation for the year	43,763.29	36,492.22	80,255.50	(80,255.50)	–
b) Amounts deductible on payment basis	12,691.19	23,035.45	35,726.63	(35,726.63)	–
c) Others	2,516.26	(2,224.55)	291.71	(291.71)	–
<b>Total deferred tax Assets</b>	<b>58,970.73</b>	<b>57,303.12</b>	<b>116,273.85</b>	<b>(116,273.85)</b>	<b>–</b>
Mat Credit Entitlement	14,108.17	–	14,108.17	(14,108.17)	–
Deferred tax Assets/(Liability) (Net)	<b>(3,250.97)</b>	<b>56,213.76</b>	<b>52,962.79</b>	<b>(52,962.79)</b>	<b>–</b>
Recognised in Profit or Loss as 'tax expenses'	–	61,953.02	–	(52,962.79)	–
Recognised in Other Comprehensive Income	–	(5,739.26)	–	–	–
	<b>–</b>	<b>56,213.76</b>	<b>–</b>	<b>(52,962.79)</b>	<b>–</b>

Deferred tax assets have not been recognised on following items where it is not probable that sufficient taxable income will be available in the future against which such deferred tax assets can be realized in the normal course of business of the Company.

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
i) Property, Plant and Equipment	71,523.39	–
ii) Business Losses and unabsorbed depreciation (For year of expiry please refer sub-note (e) below)	225,981.26	(23,553.02)
iii) Expenses recognized during the year but allowed in subsequent years	92,042.34	–
iv) Amounts deductible on payment basis	57,615.59	–
	<b>447,162.58</b>	<b>(23,553.02)</b>

The Company has unused tax credit (MAT) of Rs.14,108.16 Lakhs (Previous year Rs. Nil) for which no assets has been recognised. For year of expiry please refer sub-note (e) below.

(Rs. In Lakhs)

Particulars	Year of Expiry	Amount
Business Loss	2022-23	21,938.49
Business Loss	2023-24	119,690.27
Business Loss	2024-25	118,097.79
Business Loss	2025-26	104,017.45
Unabsorbed Depreciation	No Expiry	289,086.99

### Note No.3.47 Leases

The Company has taken certain land, buildings, plant and machinery under operating and/or finance leases.

#### A Operating Leases:

Significant leasing arrangements include lease of land for periods ranging between 35 to 90 years, renewable on mutual consent, under long term arrangements.

During the year ended March 31, 2018, total operating lease rental expense recognised in the statement of profit and loss was Rs. 7.07 Lakhs (Previous Year Rs. 5.87 Lakhs).

### Note No.3.48 Financial instruments and risk management

#### 3.48.1 Financial instruments by category

(Rupees in Lakhs)

	As at 31.03.2018			As at 31.03.2017		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
<b>Financial assets</b>						
Investments*						
- in equity instruments	64,707.59	–	–	4,359.39	–	–
- in preference shares	–	–	–	2801.44	–	–
-in Others	24.18	–	–	–	280.28	–
Loans	–	–	659.83	–	–	1,357.78
Trade Receivable	–	–	19,890.10	–	–	39,764.46
Cash and bank balances	–	–	2,020.77	–	–	3,821.28
Others Financial Assets						
<b>Total financial assets</b>	<b>64,731.77</b>	<b>–</b>	<b>22,570.70</b>	<b>7,160.83</b>	<b>280.28</b>	<b>44,943.52</b>
<b>Financial liabilities</b>						
Borrowings	–	–	6,000.00	–	–	–
Current maturities of long term debts	–	–	1,046,436.58	–	–	1,053,901.90
Trade payables	–	–	31,301.51	–	–	23,396.69
Interest accrued	–	–	164,764.98	–	–	99,115.06
Unpaid dividend	–	–	10.33	–	–	12.32
Others	–	–	49,212.79	–	–	78.24
<b>Total financial liabilities</b>	<b>–</b>	<b>–</b>	<b>1,297,726.19</b>	<b>–</b>	<b>–</b>	<b>1,176,504.21</b>

\* Investment value excludes investment in subsidiaries of Rs.14,313.36 Lakhs (Previous Year Rs. 53470.88 Lakhs); investment in joint ventures of Rs.2,099.56 Lakhs (Previous Year Rs. 10,915.24 Lakhs) and investment in associates of Rs.Nil (Previous Year Rs.1,03,013.11 Lakhs)

#### 3.48.2 Fair value hierarchy

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

(Rupees in Lakhs)

As at 31.03.2018	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial instruments at FVTPL	24.18	–	64,707.59	<b>64,731.77</b>
<b>Total financial assets</b>	<b>24.18</b>	<b>–</b>	<b>64,707.59</b>	<b>64,731.77</b>



*(Rupees in Lakhs)*

As at 31.03.2018	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial instruments at FVTPL	–	–	7,160.83	<b>7,160.83</b>
Financial instruments at FVTOCI	280.28	–	–	<b>280.28</b>
<b>Total financial assets</b>	<b>280.28</b>	<b>–</b>	<b>7,160.83</b>	<b>7,441.11</b>

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table presents the changes in level 3 items for the year ended March 31, 2018 and March 31, 2017 :

*(Rupees in Lakhs)*

Particulars	Unquoted-Equity Shares
<b>As at April 01, 2016</b>	–
<b>As at March 31, 2017</b>	–
Gain/ (Loss) recognised in Profit and Loss	(7,160.83)
<b>As at March 31, 2018</b>	<b>(7,160.83)</b>

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

*(Rupees in Lakhs)*

As at March 31, 2018	Carrying value	Fair value
Loans	659.83	659.83
Other financial assets	–	–
Borrowings	200,544.48	200,544.48
Trade Payable	31,301.51	31,301.51
Other financial liabilities	1,065,880.20	1,065,880.20

*(Rupees in Lakhs)*

As at March 31, 2017	Carrying value	Fair value
Loans	1,357.78	1,357.78
Other financial assets	–	–
Borrowings	182,911.50	182,911.50
Trade Payable	23,396.69	23,396.69
Other financial liabilities	970,196.02	970,196.02

### 3.48.3 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the standalone financial statements.

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost	Aging analysis, Credit rating	Diversification of bank deposits, credit limits and letter of credit
Liquidity risk	Business commitment and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting, Sensitivity analysis	Forward foreign exchange contracts Foreign currency options
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Market risk - security prices	Investments in equity instruments and debt mutual funds	Sensitivity analysis	Portfolio diversification

The financial risk management of the Company is carried out under the policies approved by the Board of Directors. Within these policies, the Board provides written principles for overall risk management including policies covering specific areas, such as foreign exchange risk management, commodity risk management and investment of funds.

#### **(A) Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

Financial instruments that are subject to such risk, principally consist of investments, trade receivables and loans and advances.

Financial assets for which loss allowance is measured:

*(Rupees in Lakhs)*

<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
Loans	127,033.50	–
Trade receivables	145.95	–
Other financial assets	48,047.77	–

#### **(B) Liquidity risk**

Liquidity risk refers to the risk that the Company can not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure funds are available for use as per the requirements.

##### **(i) Financing arrangements**

Undrawn borrowing facilities at the end of the reporting year to which the Company had access is Rs. Nil (Previous Year Rs. Nil)

##### **(ii) Maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

**Contractual maturities of financial liabilities** *(Rupees in Lakhs)*

Particulars	Less than 1 year	More than 1 year	Total
<b>As at 31 Mar 2018</b>			
Borrowings	1,217,201.56	–	1,217,201.56
Trade payables	31,301.51	–	31,301.51
Other financial liabilities	49,223.12	–	49,223.12
	<b>1,297,726.19</b>	<b>–</b>	<b>1,297,726.19</b>

*(Rupees in Lakhs)*

Particulars	Less than 1 year	More than 1 year	Total
<b>As at 31 Mar 2017</b>			
Borrowings	1,153,016.96	–	1,153,016.96
Trade payables	23,396.69	–	23,396.69
Other financial liabilities	90.56	49,277.79	49,368.35
	<b>1,176,504.21</b>	<b>49,277.79</b>	<b>1,225,782.00</b>

**(C) Market risk**

**(i) Foreign currency risk**

The Company has exposure to foreign currency risk on account of its payables and receivables in foreign currency which are mitigated through the guidelines under the foreign currency risk management policy approved by the Board of Directors.

**Foreign currency risk exposure**

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting periods expressed in INR, are as follows:

*(Rupees in Lakhs)*

Particulars	USD	EURO	GBP	CAD
<b>As at 31st March 2018</b>				
<b>Financial assets</b>				
Trade receivables	6,566.01	5,591.33	1,776.80	255.19
<b>Net exposure to foreign currency risk (assets)</b>	<b>6,566.01</b>	<b>5,591.33</b>	<b>1,776.80</b>	<b>255.19</b>
<b>Financial liabilities</b>				
Trade payables and other financial liabilities	40.36	1,254.37	44.63	–
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>40.36</b>	<b>1,254.37</b>	<b>44.63</b>	<b>–</b>

(Rupees in Lakhs)

Particulars	USD	EURO	GBP	CAD
<b>As at 31st March 2017</b>				
<b>Financial assets</b>				
Trade receivables	6,949.96	4,119.02	1,832.30	260.59
<b>Net exposure to foreign currency risk (assets)</b>	<b>6,949.96</b>	<b>4,119.02</b>	<b>1,832.30</b>	<b>260.59</b>
<b>Financial liabilities</b>				
Trade payables and other financial liabilities	40.36	946.17	–	0
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>40.36</b>	<b>946.17</b>	<b>–</b>	<b>–</b>

### Foreign currency sensitivity analysis

The Company is mainly exposed to USD, EURO, GBP and CAD

The following table details the Company's sensitivity to a 10% increase and decrease in the INR against the relevant foreign currencies.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items as tabulated above and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans. A positive number below indicates an increase in profit or equity and vice-versa

(Rupees in Lakhs)

Impact on profit or loss for the year	USD Impact	EURO Impact	GBP Impact	CAD Impact
<b>31.03.2018</b>				
INR strengthens by 10%	(652.57)	(433.70)	(173.22)	(25.52)
INR weakening by 10%	652.57	433.70	173.22	25.52
<b>31.03.2017</b>				
INR strengthens by 10%	(690.96)	(317.29)	(183.23)	(26.06)
INR weakening by 10%	690.96	317.29	183.23	26.06

### (ii) Interest rate risk

#### Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on external financing. At 31 March, 2018 and 31 March, 2017, the Company is exposed to changes in interest rates through bank borrowings carrying variable interest rates. The Company's investments in fixed deposits carry fixed interest rates.

#### Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

### (iii) Security Price Risk

The Company's exposure to price risk arises from investments held and classified in the balance sheet as fair value through Profit and loss Equity price Sensitivity Analysis

The sensitivity analysis below have been determined based on exposure to Equity price risk at the end of the reporting year. If the equity price had been 5 % higher/lower, profit and loss for the year ended 31st March, 2018 would increase/decrease by Rs. 3,235.38 Lakhs (Previous year Rs. 358.04 lakhs) as a result of change in Fair value of equity Investments measured at FVTPL

### 3.48.4 Capital management

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The following table provides detail of the debt and equity at the end of the reporting period :

	As at 31st March, 2018	As at 31st March, 2017
Debt *	1,217,201.56	1,153,016.96
Cash and cash equivalents	927.75	2,964.47
<b>Net debt</b>	<b>1,216,273.81</b>	<b>1,150,052.49</b>
Total equity	(907,217.58)	307,634.22
<b>Net debt to equity ratio</b>	<b>–</b>	<b>3.74</b>

\* Debt includes Interest accrued and due on Loans

Note: Refer Note 3.53

### Note No. 3.49 Significant accounting judgments, estimates and assumptions

#### Use of estimates and critical accounting judgments

In the preparation of standalone financial statements, the Company makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. Key source of estimation of uncertainty at the date of standalone financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions, contingent liabilities and fair value measurements of financial instruments as discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in the respective policies.

#### Significant management judgments

##### (a) Evaluation of indicators for impairment of non-financial asset

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

##### (b) Provisions & contingent liabilities

A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

##### (c) Valuation of deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of

deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**(d) Classification of leases**

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

**Significant management estimates**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

**(a) Allowance for expected credit losses**

The allowance for expected credit losses reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Company's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, dealer termination rates, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions. Should the present economic and financial situation persist or even worsen, there could be a further deterioration in the financial situation of the Company's debtors compared to that already taken into consideration in calculating the allowances recognized in the financial statements."

**(b) Allowance for obsolete and slow-moving inventory**

The allowance for obsolete and slow-moving inventory reflects management's estimate of the expected loss in value, and has been determined on the basis of past experience and historical and expected future trends in the used vehicle market. A worsening of the economic and financial situation could cause a further deterioration in conditions in the used vehicle market compared to that taken into consideration in calculating the allowances recognized in the financial statements.

**(c) Useful lives of property, plant and equipment and intangible assets**

Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

**(d) Defined benefit obligations (DBO)**

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**(e) Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. There is significant estimation uncertainty in determining recoverable value. Recoverable value is taken as higher of value in use and fair value less costs to sell.

**Note No.3.50**

**Related Party Disclosures & Transactions**

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) the names of the related parties where control exists and /or with whom transactions have taken place during the period and description of relationships as identified and certified by the management are as hereunder:

**A) Names of related parties & description of relationship**

**1) Subsidiaries**

- 1 JMT Auto Limited
- 2 Amtek Transportation Systems Ltd.
- 3 Alliance Hydro Power Ltd.
- 4 Amtek Integrated Solutions Pte. Ltd.
- 5 Amtek Deutschland GmbH
- 6 Amtek Investment UK Ltd.
- 7 Amtek Germany Holding GP GmbH
- 8 Amtek Germany Holding GmbH & Co. KG
- 9 Amtek Global Technologies Pte. Ltd. (Ceased to be subsidiary w.e.f. 10th April, 2017)
- 10 Amtek Precision Engineering Pte. Ltd.
- 11 Amtek Engineering Solutions Pte Ltd
- 12 Metalyst Forgings Limited (Ceased to be subsidiary w.e.f. 15th December, 2017)

**2) Subsidiaries of Subsidiaries**

- 1 Asahitec Metals (Thailand) Co., Ltd
- 2 Asahi Tec Metals Co. Ltd.
- 3 Techno-Metal Co., Ltd.
- 4 Techno Metal Amtek Japan Investments Ltd.
- 5 Techno Metal Amtek U.K. Investments
- 6 Techno Metal Amtek Thai Hold Co.
- 7 Amtek Machining System Pte Ltd.
- 8 Amtek Component Spain
- 9 Industries Alga S.A

**3) Joint Ventures**

- 1 Amtek Powertrain Limited
- 2 SMI Amtek Crankshafts Pvt. Ltd.

**4) Associates**

- 1 Blaze Spare Parts (P) Limited
- 2 Gagandeep Steel & Alloys (P) Ltd.
- 3 Aaron Steel & Alloys (P) Ltd.
- 4 Neelmani Engine Components (P) Ltd.
- 5 Domain Steel & Alloys (P) Ltd.
- 6 ACIL Ltd.
- 7 ARGL Ltd.  
(Ceased to be subsidiary w.e.f. 16th March, 2018)
- 8 Castex Technologies Limited (Ceased to be subsidiary w.e.f. 20th December, 2017)

**5) Associate of Subsidiary**

- 1 Amtek Railcar Pvt Ltd

**6) Key Management Personnel**

- 1 Sh John Earnest Flintham, Vice Chairman & Managing Director (upto 23rd June, 2017)
- 2 Sh D.S. Malik, Managing Director (upto 23rd June, 2017)
- 3 Sh John Earnest Flintham, President (w.e.f 01st July, 2017 to 31st March, 2018)
- 4 Sh. Dinkar T. Venkatsubranian, Insolvency Professional (w.e.f 24th July, 2017)
- 5 Sh. Vinod Uppal, Chief Financial Officer
- 6 Sh. Rajeev Raj, Company Secretary

**7) Entity in which Resolution professional is Partner**

- 1 E & Y Restructuring LLP (w.e.f 24th July, 2017)

**B. Transactions**

*(Rupees in Lakhs)*

Particulars	Associate/Holding/ Subsidiaries or Associate of Holding Company	Entity in which Resolution professional	Key Management Personnel	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Purchase of Goods	46,522.86			46,522.86	69,606.26
Sale of Goods	36,439.44			36,439.44	65,053.22
Promoter Contribution made	–			–	9,167.95
Advance Given	303.00			303.00	465.54
Purchase of Property, Plant and Equipment	25.69			25.69	15.00
Sale of Property, Plant and Equipment	129.16			129.16	102.79
Services Received	37.01			37.01	272.61
Services Rendered	688.13			688.13	55.83
Professional Fee #	–	789.97	–	789.97	–
Remuneration to Key Management Personnel	–	–	194.54	194.54	248.01
Sitting fee to Directors	–	–	4.50	4.50	22.00
Balance Receivable at the year end	145,750.85			145,750.85	130,311.85
Balance Payable at the year end	8,248.32			8,248.32	13,978.40
Provision for Impairment	(135,711.82)			(135,711.82)	–

Note : Balance receivable includes amount of Rs.1,35,711.82 Lakhs towards impairment of Advances to Related Parties.

**Disclosure in respect of material Related Party Transactions during the year**

*(Rupees in Lakhs)*

Related Party	Relation	Nature of transaction	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Amtek Transportation Systems Pvt Ltd	Subsidiary	Balance Receivable at the year end Provision for Impairment	8,603.49  (8,603.49)	8,544.36  –
JMT Auto Limited	Subsidiary	Balance Payable at the year end	641.96	410.62
Amtek Investment UK Ltd	Subsidiary	Balance Receivable at the year end Provision for Impairment	24,254.19  (24,254.19)	21,285.94  –
Amtek Integrated Solutions Pte Limited	Subsidiary	Balance Receivable at the year end Provision for Impairment	19,806.97  (19,806.97)	18,511.22  –
Amtek Precision Engineering Pte Ltd	Subsidiary	Balance Receivable at the year end Provision for Impairment	4,035.97  (4,035.97)	3,467.02  –



Amtek Global Technologies Pte Ltd	Subsidiary	Balance Receivable at the year end	4,050.33	3,696.57
		Provision for Impairment	(4,050.33)	–
Amtek Germany Holding GP GmbH	Subsidiary	Balance Receivable at the year end	4,896.13	4,205.47
		Provision for Impairment	(4,896.13)	–
Amtek Deutschland	Subsidiary	Balance Receivable at the year end	4,353.48	3,739.37
		Provision for Impairment	(4,353.48)	–
SMI Amtek Crankshaft Private Limited	Joint Venture	Services Rendered	596.11	26.87
		Balance Receivable at the year end	–	377.63
		Balance Payable at the year end	107.63	40.00
Amtek Powertrain Limited	Joint Venture	Services Rendered	92.02	–
		Purchase of Property, Plant and Equipment	6.31	–
		Sale of Property, Plant and Equipment	70.47	–
		Balance Receivable at the year end	117.63	54.79
		Balance Payable at the year end	–	59.53
Castex Technologies Limited	Associate	Sale	21,882.85	28,729.07
		Purchase	19,867.38	25,586.41
		Services Rendered	–	23.72
		Purchase of Property, Plant and Equipment	–	15.00
		Sale of Property, Plant and Equipment	–	68.36
		Promoter contribution made	–	4,719.49
		Balance Receivable at the year end	14,407.39	12,272.55
		Balance Payable at the year end	–	6,400.04
		Provision for Impairment	(12,178.32)	–
Metalyst Forgings Limited	Associate	Sale	6,830.59	28,839.26
		Purchase	6,227.37	23,879.73
		Services Received	–	248.47
		Purchase of Property, Plant and Equipment	19.39	–

		Promoter contribution made	–	2,974.55
		Balance Receivable		
		at the year end	39,773.08	35,767.65
		Balance Payable		
		at the year end	0.08	(282.78)
		Provision for Impairment	(34,395.54)	–
<hr/>				
ACIL Limited	Associate	Sale	6,449.09	–
		Purchase	324.68	–
		Services Received	33.55	–
		Sale of Property, Plant and Equipment	58.69	34.44
		Promoter contribution made	–	710.00
		Balance Receivable		
		at the year end	4,499.80	1,386.33
		Balance Payable		
		at the year end	–	(1,431.10)
		Provision for Impairment	(2,185.02)	–
<hr/>				
ARGL Limited	Associate	Purchase	19,720.55	19,225.59
		Promoter contribution made	–	763.91
		Balance Receivable		
		at the year end	763.91	1,117.46
		Balance Payable		
		at the year end	7,498.65	8,782.10
		Provision for Impairment	(763.91)	–
<hr/>				
Amtek Railcar Pvt Ltd	Associate of Subsidiary	Balance Receivable		
		at the year end	16,188.47	15,885.47
		Provision for Impairment	(16,188.47)	–
<hr/>				
EY Restructuring LLP	Entity in which Resolution Professional is partner	Professional Fee Paid during the year	789.97	–

**Disclosure in respect of Key Management Personnel Compensation**

*(Rupees in Lakhs)*

	<b>For the year ended 31st March, 2018</b>	<b>For the year ended 31st March, 2017</b>
Short term Benefits	194.54	248.01
Post-Employment Benefits*	–	–
Other Long Term Benefits	–	–

# Includes amount of Rs. 789.97 Lakhs paid to E & Y Co. LLP (entity in which Resolution Professional is partner).

\* Excludes Provision for Encashable Leave and Gratuity as a separate Actuarial valuation is not available.

**Note No. 3.51 Disclosure of Interest in subsidiaries, joint ventures and associates:**

**A) Disclosure of interest in the subsidiaries :**

Name	Country of Incorporation	Ownership Interest of Amtek Auto Limited (%)	
		For the year ended 31st March, 2018	For the year ended 31st March, 2017
i) JMT Auto Limited	India	66.77%	66.77%
(ii) Metalyst Forgings Limited (refer sub-note (b) below)	India	57.19%	54.24%
(iii) Amtek Transportation Systems Ltd	India	100%	100%
(iv) Alliance hydro Power Ltd	India	70%	70%
(v) Amtek Integrated Solutions Pte. Ltd.	Singapore	100%	100%
(vi) Amtek Deutschland GmbH	Germany	100%	100%
(vii) Amtek Investment UK Ltd.	UK	100%	100%
(viii) Amtek Germany Holding GP GmbH	Germany	100%	100%
(ix) Amtek Germany Holding GmbH & Co. KG	Germany	100%	100%
(x) Amtek Global Technologies Pte. Ltd. (refer sub-note (a) below)	Singapore	78.50%	78.50%
(xi) Amtek Precision Engineering Pte. Ltd.	Singapore	100%	100%
(xii) Amtek Engineering Solutions Pte Ltd	Singapore	100%	100%

**B) Disclosure of interest in the Joint Ventures :**

Name	Country of Incorporation	Ownership Interest of Amtek Auto Limited (%)	
		For the year ended 31st March, 2018	For the year ended 31st March, 2017
(i) Amtek Powertrain Limited	India	50.00%	50.00%
(ii) SMI Amtek Crankshafts Pvt. Ltd.	India	50.00%	50.00%

**C) Disclosure of interest in the Associates :**

Name	Country of Incorporation	Ownership Interest of Amtek Auto Limited (%)	
		For the year ended 31st March, 2018	For the year ended 31st March, 2017
(i) ACIL Ltd. (refer sub-note (d) below)	India	43.99%	43.99%
(ii) ARGL Ltd. (refer sub-note (c) below)	India	42.07%	42.07%
(iii) Castex Technologies Limited (refer sub-note (c) below)	India	30.59%	30.59%
(iv) Blaze Spare Parts (P) Limited	India	24.84%	24.65%
(v) Gagandeep Steel & Alloys (P) Ltd.	India	24.89%	24.69%
(vi) Aaron Steel & Alloys (P) Ltd.	India	24.90%	24.70%
(vii) Neelmani Engine Components (P) Ltd.	India	24.76%	24.56%
(viii) Domain Steel & Alloys (P) Ltd.	India	24.59%	24.40%

**Notes:**

- (a) The Company held investment in Amtek Global Technologies Pte Limited (AGT) which is classified as subsidiary. Receivers were appointed on 30th April, 2017 by US Bank Trustee limited , acting in its capacity as Security Agent ('the Security Agent') on behalf of the lenders under a facilities agreement dated 10th November, 2014 between,

among others, the Security Agent and AGT. Pursuant to this, the Company lost control over AGT and its investment has henceforth been classified as FVTPL at Fair value of Rs. 60,657.26 Lakhs.

- (b) The Company held investment in Metalyst Forgings Limited (MFL) which was classified as Subsidiary till December 15, 2017. The Company recognised impairment loss on such investment during the year aggregating to Rs.20,957.53 Lakhs which has been disclosed under "exceptional items" in statement of profit or loss. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against MFL vide order of National Company Law Tribunal (NCLT) dated December 15, 2017. Pursuant to this, the Company lost control over MFL and its investment has henceforth been classified as FVTPL at an initial date fair value of Rs. Nil.
- (c) The Company held investment in Castex Technologies Limited (CTL) and ARGL Limited which was classified as associates till December 20, 2017 and March 16, 2018 respectively. The Company recognised impairment loss on such investments during the year aggregating to Rs.49,056.64 Lakhs and Rs. 12,803.20 Lakhs respectively which has been disclosed under "exceptional items" in statement of profit or loss. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against CTL and ARGL Ltd vide order of National Company Law Tribunal (NCLT) dated December 20, 2017 and March 15, 2018 respectively. Pursuant to this, the Company lost significant influence over CTL and ARGL Limited and its investment has henceforth been classified as FVTPL at an initial date fair value of Rs. Nil.
- (d) The Company held investment in ACIL Limited which is classified as an associate. The Company recognised impairment loss on such investments during the year aggregating Rs.13,224.49 Lakhs which has been disclosed under "exceptional items" in statement of profit or loss. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against ACIL vide order of National Company Law Tribunal (NCLT) dated August 8, 2018. Pursuant to this, the Company lost significant influence over ACIL Limited.

#### **Note No.3.52**

In compliance of Regulation 34 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 the required information is given as under:

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
1) Loans and advances in the nature of loans:		
a) To Subsidiary Companies	70,000.56	63,449.96
b) To Associates/Joint ventures	17,663.49	15,885.33
c) To Firms/Companies in which directors are interested	—	—
2) Loans and advances in the nature of loans out of (1) above, where there is no repayment schedule or repayment beyond seven year or no interest or interest below section 186 of Companies Act.	87,664.05	79,335.29

Note:- Loans and advances to Related Parties has been impaired (refer Note No. 3.12)

#### **Note No. 3.53**

The 'Corporate Insolvency Resolution Process' (CIRP) was initiated, on a petition filed by Corporation Bank, against the Company, which was admitted vide an Order of the National Company Law Tribunal (NCLT), Chandigarh dated July 24, 2017 under the provision of the Insolvency and Bankruptcy Code 2016 ("Code / IBC"). That pursuant thereto, on July 27, 2017, Hon'ble NCLT appointed Mr. Dinkar T. Venkatasubramanian as Interim Resolution Professional (IRP) in terms of IBC, who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors (CoC), constituted under IBC. Mr. Dinkar T. Venkatasubramanian, in his capacity as RP, has taken control and custody of the management and operations of the Company with effect from July 27, 2017. Under the CIRP, a resolution plan needs to be submitted by resolution applicant, which is to be approved by the CoC, and would further be approved by NCLT. As per the Code, the RP has to receive, collate and admit all the claims submitted by the creditors of the Company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC. The 'Resolution Plan' wherein Liberty House Group Pte. Limited would acquire the control in the Company in accordance with the applicable laws and as defined in the resolution plan. The resolution plan was voted upon (between April 4, 2018 and April 5, 2018) & duly approved by the CoC and has further been approved by NCLT vide Order dated July 25, 2018.

**Note No.3.54**

- (a) Under the CIRP, the Resolution Professional (now designated as Insolvency Professional) and the lenders obtained valuation(s) of its entire assets from approved valuers. Based on such valuations obtained, the Company assessed the need to carry out an impairment / diminution in the carrying value of all of its assets (i.e. Property, Plant and Equipment, Capital work-in-progress, Investments, Inventories, Trade Receivables, and Other Financial Assets). During the year ended March 31, 2018, the Company has recorded the consequential impairment / diminution in its books of account.
- (b) The provision for impairment has currently been worked out on the basis of valuations referred to into valuation reports without any reference to determination of 'value-in-use'. The Company is in the process of determining the 'value-in-use'.
- (c) The fair value of company's investment in its subsidiaries, joint-ventures, associates and other entities (foreign as well as domestic entities) and Loans and Advances to those entities has been worked out on the basis of Company estimates which have been derived from (i) value from approved valuers and/or (ii) value assigned in the Resolution Plan, as pass-through to the existing financial creditors of the Company, with no guarantee.

**Note No. 3.55**

The company's investment in its subsidiary 'Amtek Global Technologies Pte. Ltd. (AGT)' has been carried at cost in accordance with the choice adopted by the company in accordance with "Ind AS 101 - First-time Adoption of Indian Accounting Standards" in the earlier years to value the same at 'cost'. The company's investments also include other foreign subsidiaries, which are being operationally managed by AGT. The company has further provided loans to AGT aggregating to Rs. 4050.33 Lakhs and to companies that are operationally managed by AGT aggregating to Rs. 37,539.77 Lakhs. AGT has gone into receivership during the current year and Receiver has been appointed on 30th April, 2017 by US Bank Trustee Limited, acting in its capacity as Security Agent ('the Security Agent') on behalf of the lenders under a facilities agreement dated 10th November, 2014 between, among others, the Security Agent and AGT. The company has thereby assessed that there is a 'loss of control' in the AGT, pursuant to which, the following adjustments have been effected by the company in respect of investments and loans given:

(i)

S. No.	Particulars	Book Value as at March 31, 2018	Reassessed Fair Value as at March 31, 2018	Remarks
1	Investment in Amtek Global Technologies Pte. Ltd. (AGT)	Rs. 0.07 Lakhs	Rs. 64707.59 Lakhs*	Difference of Rs. 64707.51 Lakhs; recorded as 'exceptional income'. The fair value has been determined on the basis of (i) valuation reports of two approved valuers and (ii) the resolution plan, as pass-through to the existing financial creditors of the company, with no guarantee.

(ii)

S. No.	Particulars	Book Value as at March 31, 2018	Reassessed Fair Value as at March 31, 2018	Remarks
1	Loan given to AGT	Rs. 4050.33 Lakhs	Nil	Difference of Rs. 60063.48 Lakhs; recorded as 'impairment loss';
2	Investment in other foreign subsidiaries, which are being operationally managed by AGT.	Rs. 18,473.38 Lakhs	Nil	
3	Loan given to other foreign subsidiaries, which are being operationally managed by AGT.	Rs. 37,539.77 Lakhs	Nil	

**Note No.3.56 Creditors' Claims**

a. As a part of CIRP, creditors of the Company were called to submit their claims to the Resolution Professional\*. The summary position of the same is reproduced hereunder:

(Rs. In Lakhs)

Particulars	Amount of Claims submitted	Amount of Claims admitted by Resolution Professional*	Excess of claims submitted over claims admitted
Financial Creditors	1,285,383.00	1,260,460.00	24,923.00
Other Claims	45,320.00	–	45,320.00
Operational Creditors	49,609.00	20,650.00	28,959.00
Claims w.r.t. invocation of 'Corporate guarantee / Letter of comfort' given by AAL for credit facilities availed by other group Companies	195,000.00	–	195,000.00

\* now designated as Insolvency Professional

In light of the approval of resolution plan by CoC & NCLT, no provision is considered necessary for the differential claims. The party-wise reconciliation of liability appearing in books of account vis-à-vis their claims admitted is pending.

b. The company has not provided liability towards interest and penal interest charges for its financial creditors post July 24, 2017, since as a part of CIRP, the claims for interest and penal interest charges are claimable till the date of initiation of CIRP i.e. July 24, 2017 and accordingly, no provision is considered necessary for the same.

**Note No.3.57**

**(a) Going Concern**

Under the CIRP, a resolution plan needs to be submitted by resolution applicant, which is to be approved by the CoC, and would further be approved by NCLT. As per the Code, the RP has to receive, collate and admit all the claims submitted by the creditors of the Company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC. The 'Resolution Plan' wherein Liberty House Group Pte. Limited would acquire the control in the Company in accordance with the applicable laws and as defined in the resolution plan. The resolution plan was voted upon (between April 4, 2018 and April 5, 2018) & duly approved by the CoC and has further been approved by NCLT vide Order dated July 25, 2018. Accordingly, as also covered in the 'resolution plan' read with the NCLT Order dated July 25, 2018 the standalone financial statements for the year ended March 31, 2018 have been continued to be prepared on a going concern basis.

(b) The Vice Chairman and Managing Director of the Company was reappointed by the Shareholders in the extra ordinary meeting held on 25th March, 2017 for a period of two years effective from 14th August, 2016. The Company based upon the legal opinion is of the view that for the purpose of the calculation of the minimum remuneration effective capital of the Company prescribed as per provisions of Schedule V of the Companies Act 2013 would be based on the latest available audited financial statements at the date of meeting which was 31st March, 2016 and same would be applicable for calculation of the minimum remuneration as per provisions of Schedule V of the Companies Act, 2013 for the year ended 31st March, 2018. The Company has accordingly calculated excess remuneration of Vice Chairman and Managing Director of the Company during the period from 01st April, 2017 to 23rd June, 2017 as Rs. 3.31 lakhs. The Vice Chairman and Managing Director of the Company has resigned during the year and therefore the excess remuneration paid/charged to the statement of profit and loss account for the above mentioned period cannot be recovered from him, the Company will accordingly seek approval of writing off the same from the Ministry of Corporate Affairs with consequential penalty, if any and compounding fees as per provisions of Companies Act, 2013. In view of the above facts. In the absence of exact quantum of penalty and compounding fees, no adjustments for excess remuneration paid and provision for penalty and compounding fees have been made in these financials which shall be accounted in the year when the same is determined by the Ministry of Corporate Affairs.

**Note No.3.58**

During the year, the Company has changed its Accounting Policy regarding valuation of investment in equity instruments of its subsidiaries, associates and joint ventures at 'cost' instead of being earlier valued at Fair Value Through Other Comprehensive Income [FVTOCI] for the investments purchased after transition date i.e. 01.10.2015]. The change has been effected for compliance with the requirements of "Ind AS 27 - Separate Financial Statements" & "Ind AS 28 - Investments in Associates & Joint-ventures" referred to in section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The impact on account of change in the accounting policy on the financial statements for the year ended 31st March, 2016 and 31st March, 2017 is NIL and the impact of the change for the year ended 31st March, 2018 would have been Rs. 6800 Lakhs (loss) being fair value loss on related investments.

**Note No.3.59 GDR Listing with London Stock Exchange:**

3. As per the communication received by the Company from the London Stock Exchange ("LSE") in respect of GDR Listing matter, certain compliances are yet to be made by the Company for which it is collecting the requisite information from associated agents / registrar / advisors / authorities and also have initiated delisting process of its GDR with LSE.

**Note No.3.60**

The Previous year figures have been regrouped / reclassified, wherever considered necessary to conform to the current year presentation

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As per our report of even date attached

**For SCV & Co. LLP**

Chartered Accountants

Firm Regn No.000235N/N500089

**For Amtek Auto Limited**

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

**(Abhinav Khosla)**

Partner

Membership No. 087010

**Rajeev Raj**  
Company Secretary

Place : New Delhi

Date : 12th November, 2018

**CONSOLIDATED FINANCIAL STATEMENT**  
**of**  
**AMTEK AUTO LIMITED**  
**and**  
**ITS SUBSIDIARIES**



## Form AOC- I

## Statement containing salient features of the financial statement of subsidiaries/Associate Companies/Joint Ventures

## Part "A": Subsidiaries

(Rs. In lakhs)															
S. No.	Name of Subsidiaries	Reporting Period	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities (Excluding Share Capital & Reserve & Surplus)	Invest-ments	Revenue	Profit Before Tax	Provision for Tax	Profit after Tax	Proposed Dividend	% of Holding
1	JMT Auto Ltd (Consolidated)	31st March	INR	1.00	5,038.32	(5,634.09)	55,047.91	55,643.68	713.27	34,775.61	10,398.67	(33.78)	10,432.45	NIL	66.77%
2	Amtek Transportation System Ltd (consolidated)	31st March	INR	1.00	5.00	(5,095.98)	7,151.28	12,242.26	2,175.00	1,543.16	(242.11)	(86.19)	(155.92)	NIL	100%
3	Alliance Hydro Power Ltd	31st March	INR	1.00	5.00	(1.96)	67.71	64.67	-	-	(0.82)	-	(0.82)	NIL	70.00%
4	Metalyst Forgings Ltd.*	15th December	INR	1.00	4,355.00	(44,300.70)	393,147.45	433,093.15	34,706.71	27,357.50	(87,927.26)	(24,641.54)	(63,285.72)	NIL	57.19%
5	Amtek Integrated Solutions Pte Limited (Consolidated)	31st March	Yen	0.62	4.72	21,627.79	196,153.96	174,521.45	-	267,135.13	2,280.06	(3,367.06)	5,647.12	NIL	100.00%

1 Names of subsidiaries which are yet to commence operations - Nil

2 Names of subsidiaries which have been liquidated or not consolidated during the year due loss of control.

- Amtek Holdings BV
- Amtek Investments UK Ltd
- Amtek Germany Holding GP GmbH
- Amtek Germany Holding GmbH & Co. KG
- Amtek Deutschland GmbH
- Amtek Global Technologies Pte.Ltd., (Consolidated)
- Amtek Engineering Solutions Pte Ltd
- Amtek Precision Engineering Pte Ltd (Consolidated)

\*The Company held investment in Metalyt Forgings Limited (MFL) which was classified as Subsidiary till December 15, 2017. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 'was initiated against MFL vide order of National Company Law Tribunal (NCLT) dated December 15, 2017. Pursuant to this, the Company lost 'control over MFL and the entity has been de-consolidated during the year.

For Amtek Auto Limited

Vinod Uppal  
Chief Financial Officer

Dinkar T. Venkatsubramanian  
Insolvency professional

Rajeev Raj Kumar  
Company Secretary



## Part "B": Associates & Joint Ventures

### Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Rs. in Lakhs)

S.No	Name of Associates/Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the Company on year end			Description of how there is significant influence	Reason why the Associate/Joint venture is not consolidated	Net Worth attributable to Shareholding as per latest Audited Balance Sheet	Profit/Loss for the year	
			No.	Amount of Investment in Associate/Joint Venture	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation
	<b>Joint Ventures</b>									
1	Amtek Powertrain Limited	31st March	16,619,658	3,215.24	50%	Note-1	Consolidated	2,099.56	(827.99)	(827.99)
2	SMI Amtek Crankshaft Pvt Ltd	31st March	2,509,500	5,005.00	50%	Note-1	Consolidated	4,505.00	513.77	513.77
	<b>Associates</b>									
1	ARGL Ltd	16th March	8,615,554	10,334.21	42.07%	Note-1	Consolidated	(6,710.32)	(5,766.89)	(26,830.35)
2	ACIL Ltd	31st March	6,565,816	10,441.89	44.00%	Note-1	Consolidated	(13,571.24)	(5,445.52)	(42,044.56)
3	Castex Technologies Ltd	20th December	177,182,272	49,056.64	46.86%	Note-1	Consolidated	61,461.79	(46,545.11)	(52,786.32)
4	Blaze Spare Parts Pvt. Ltd.	31st March	5,634,554	5,634.55	24.65%	Note-1	Consolidated	5,615.92	(0.03)	(0.09)
5	Gagandeep Steel & Alloys Pvt. Ltd.	31st March	5,634,554	5,634.55	24.69%	Note-1	Consolidated	5,628.76	(0.03)	(0.09)
6	Aaron Steel & Alloys Pvt. Ltd.	31st March	5,634,554	5,634.55	24.70%	Note-1	Consolidated	5,628.77	(0.03)	(0.10)
7	Neelmani Engine Component Pvt. Ltd.	31st March	5,544,554	5,544.55	24.56%	Note-1	Consolidated	5,538.89	(0.03)	(0.09)
8	Domain Steel & Alloys Pvt. Ltd.	31st March	5,480,562	5,480.57	24.40%	Note-1	Consolidated	5,474.99	(0.03)	(0.09)
									<b>(58,071.89)</b>	<b>(121,975.92)</b>

Note 1 There is significant influence due to percentage(%) of Share Capital

1 Names of associates or joint ventures which are yet to commence operations.

NIL

2 Names of associates or joint ventures which have been liquidated or sold during the year.

NIL

3 The investment in associates/joint ventures shown before impairment in standalone financial of Amtek Auto Ltd.

For Amtek Auto Limited

Vinod Uppal  
Chief Financial Officer

Dinkar T. Venkatsubramanian  
Insolvency professional

Rajeev Raj Kumar  
Company Secretary

**INDEPENDENT AUDITOR'S REPORT  
ON CONSOLIDATED IND AS FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2018  
AMTEK AUTO LIMITED**

To,  
THE MEMBERS OF  
AMTEK AUTO LIMITED

**Report on the Consolidated Ind AS Financial Statements**

1. We have audited the accompanying Consolidated Ind AS Financial Statements of Amtek Auto Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and its joint ventures, which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, and the Consolidated Statement of Changes in Equity, for the year then ended, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

**Management's Responsibility for the Consolidated Ind AS Financial Statements**

2. The Holding Company's Board of Directors / Management is responsible for the preparation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated cash flows and consolidated statement of changes in equity of the Group including its Associates and Joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act read with relevant rules issued thereunder. The Holding Company's Board of Directors / Management is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Ind AS Financial Statements. The respective Board of Directors / Management of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and its joint ventures respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Holding Company's Board of Directors / Management / RP, as aforesaid.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on these Consolidated Ind AS Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
4. We conducted our audit of Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditors' judgement, including

the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Ind AS Financial Statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors / Management, as well as evaluating the overall presentation of the Consolidated Ind AS Financial Statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Paragraph 10 (I), (II.a) & 11 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

#### **Basis for Qualified Opinion**

7. Attention is invited to:
  - a. Note No. 3.64 of the accompanying Consolidated Ind AS Financial Statements, stating therein that the provision for impairment has currently been worked out by the Holding Company on the basis of value of assets referred to into the Valuation reports [of approved valuers, who valued Company's entire assets pursuant to the requirements of Corporate Insolvency Resolution Process ("CIRP")]; without any reference to determination of 'value-in-use'. As stated in the said note, the Holding Company is in the process of determining the 'value-in-use'. This is contrary to the provisions of Ind AS 36 'Impairment of Assets'. The monetary impact of the same has not been ascertained.
  - b. Note No. 3.68 (b) of the accompanying Consolidated Ind AS Financial Statements, relating to excess managerial remuneration under Companies Act 2013, aggregating to Rs. 3.31 Lakh of the Vice-Chairman and the Managing Director for the period April 1, 2017 to June 23, 2017. The Vice-Chairman and the Managing Director of the company has resigned during the year and the company will seek approval for non recovery of excess remuneration paid / charged to the statement of Profit and Loss from the Ministry of Corporate Affairs (MCA) with consequential penalty, if any and compounding fees as per provision of Companies Act 2013. Pending the same, no adjustments have been made for the amount of Rs. 3.31 Lakh and consequential penalty, if any and compounding fees. In the absence of the decision of the MCA pursuant to the application to be made by the company, we are unable to ascertain the impact on loss and on retained earnings on this account for the year ended March 31, 2018.
  - c. Note No. 3.74 of the accompanying Consolidated Ind AS Financial Statements, wherein it is stated that certain compliances are pending in respect of GDR Listing matter with 'London Stock Exchange', and initialization of delisting process. The charges if any and the consequential effects thereof for pending compliances is presently not ascertainable and as such cannot be commented upon by us.
  - d. As explained in Note No. 3.58 & 3.62 of the accompanying Consolidated Ind AS Financial Statements, in respect of Amtek Global Technologies Pte. Ltd. ["AGT" subsidiary till April 30, 2017], and other 6 foreign subsidiaries namely (i) Amtek Investments (UK) Ltd. (ii) Amtek Deutschland GmbH (iii) Amtek Germany Holding GmbH & Co. KG (iv) Amtek Germany Holding GP GmbH, (v) Amtek Precision Engineering Pte. Ltd. and (vi) Amtek Engineering Solutions Pte. Ltd. (these 6 foreign subsidiaries hereinafter referred to as "specified entities"):
    - (i) The consolidation of AGT and these specified entities, during Financial Year 2016-17 were based on their unaudited financial statements, as certified by the management and this fact was the subject matter of qualification matter in the Auditors' Report on Consolidated Ind AS Financial Statements for Financial Year 2016-17.
    - (ii) The AGT and these specified entities were classified as held-for-sale (in Consolidated Ind AS Financial Statements for the year ended March 31, 2017; though contrary to their classification as not-held-for-sale in Standalone Ind AS Financial Statements for the year ended March 31, 2017). However, documents evidencing the same have not been made available to us for our review. Accordingly, we are unable to comment upon the correctness or otherwise of the classification and presentation of the same and also to the correctness or otherwise of the amounts mentioned as Asset-held-for-

sale (to the tune of Rs. 507,917.23 Lakh as at March 31, 2017) & Liability-held-for-sale (to the tune of Rs.444,944.95 Lakh as at March 31, 2017).

- (iii) Reference is drawn to Note No. 3.58 of the accompanying Consolidated Ind AS Financial Statements, stating therein that the Holding Company has reassessed the fair value of investment made by the Company in AGT at Rs. 64707.59 Lakhs (as against its book value of Rs. 0.07 Lakhs as at March 31, 2018) on the basis of (i) valuation reports of two approved valuers and (ii) the resolution plan, as pass-through to the existing financial creditors of the Company, with no guarantee. In the absence of latest financial statements and other financial information of the subject entity being available with the Company, we are unable to comment upon the correctness or otherwise of the value ascribed to such investment and also to its realizability.
- (iv) Further reference is drawn to Note No. 3.58 of the accompanying Consolidated Ind AS Financial Statements, stating therein that the Holding Company has not consolidated financial performance in respect of its foreign subsidiary AGT for the period from April 1, 2017 to April 30, 2017; due to non-availability of the latest financial statements and other financial information. However, this is contrary to the provisions of Ind AS 110 'Consolidated Financial Statements' with regard to requirements of consolidation of the subsidiaries.
- (v) Reference is drawn to Note No. 3.62 of the accompanying Consolidated Ind AS Financial Statements, stating therein that the Holding Company:
  - a. has not consolidated financial performance and financial position in respect of these specified entities; due to unavailability of the latest financial statements and other financial information.
  - b. have de-consolidated during the year, the financial position as at March 31, 2017 of these specified entities.

However, this is contrary to the provisions of Ind AS 110 'Consolidated Financial Statements' with regard to requirements of consolidation and de-recognition of assets and liabilities of the subsidiaries.

- e. Note No. 3.71 of the accompanying Consolidated Ind AS Financial Statements, relating to 1 Subsidiary (JMT Auto Limited), whereby the auditors of the Company have reported that :
  - (i) The financial statements and other financial information of its overseas subsidiary (Amtek Machining Systems Pte Ltd) included in the Consolidated IND AS Financial Statements, as at and for the year ended March 31, 2018 are based on its unaudited financial statements, as certified by the management. Consequently, they are unable to comment and determine about any adjustment have been made to these amounts.
  - (ii) Asset-held-for-sale (to the tune of Rs. 13571.92 Lakh) & Liability-held-for-sale (to the tune of Rs. 34024.94 Lakh), which are to be sold out within one year as per the provisions of IND AS 105; but still appearing in their Consolidated Ind AS Financial Statements for the reasons beyond the control of the management.
- f. Note No. 3.72 of the accompanying Consolidated Ind AS Financial Statements, relating to 1 Associate (Castex Technologies Limited, ceased to be Associate w.e.f. December 20, 2017), whereby the auditors of the Company have reported that :
 

The financial statements and other financial information of its overseas subsidiary (Amtek Kuepper GmbH) included in the Consolidated IND AS Financial Statements, as at December 20, 2017 and for the period from April 1, 2017 to December 20, 2017 are based on its unaudited financial statements, as certified by the management. Consequently, they are unable to comment and determine about any adjustment have been made to these amounts.
- g. Note No. 3.73 of the accompanying Consolidated Ind AS Financial Statements, relating to 1 Joint Venture (Amtek Powertrain Limited), whereby the auditors of the Company have reported that :
 

During the Financial Year 2012-13, Amtek Powertrain Limited had allotted 490000 equity shares to Magna Power Train, AG and Amtek Auto Limited, respectively. However, the company offered such equity shares in two stages and the shares so allotted were not in proportion to existing shareholding

at the date of such offer, which was not in compliance with the provision of section 81(1)(a) of the Companies Act, 1956. The company is yet to obtain the necessary approvals from the appropriate authorities to condone the non-compliance. Pending such approval from the appropriate authorities, the auditors were unable to comment on the adjustments, if any, required to be made to the financial statements in this regard. This matter was also qualified in their previous audit reports for year ended March 31, 2014 to March 31, 2017.

### **Qualified Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, except for the effects (to the extent ascertained and not) of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the consolidated state of affairs (financial position) of the Group as at March 31, 2018, and its consolidated financial performance [including other comprehensive income], its consolidated cash flows and its consolidated statement of changes in equity for the year ended on that date.

### **Material uncertainty related to going concern**

9. We draw attention to Note No. 3.68 (a) of the accompanying Consolidated Ind AS Financial Statements, stating therein that the resolution plan, which was voted upon between April 4, 2018 and April 5, 2018 & duly approved by the Committee of Creditors and has been further approved by NCLT vide their order dated July 25, 2018. As stated in the said note, the resolution plan has not been implemented within the timelines as prescribed in the approved resolution plan and this matter is pending with NCLT. These events or conditions, alongwith other matters as set forth in the said note, indicate that a material uncertainty exists that may cast a significant doubt on the Holding Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **Other Matters**

#### **10. In respect of Subsidiary Companies:**

- (I) We have not audited the Ind AS Financial Statements / Financial Information of 4 subsidiary companies, incorporated in India [which includes 1 subsidiary, which ceased to be subsidiary w.e.f. December 15, 2017] included in the Consolidated Ind AS Financial Statements, whose Ind AS Financial Statement reflect total assets of Rs.62,266.90 Lakh as on March 31, 2018, total net assets of Rs. (5,683.73) Lakh as on March 31, 2018, total revenues of Rs. 63,623.59 Lakh for the year ended March 31, 2018 and net cash out flows of Rs. (657.96) Lakh for the year ended on that date, as considered in the Consolidated Ind AS Financial Statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- (II) Further to our comments in paragraph (I) above, in respect of another subsidiary company ["Amtek Integrated Solutions Pte. Ltd." incorporated outside India] included in the Consolidated Ind AS Financial Statements, whose Ind AS Financial Statement reflect total assets of Rs.1,96,153.96 Lakh as on March 31, 2018, total net assets of Rs.21,632.51 Lakh as on March 31, 2018, total revenues of Rs. 2,67,135.13 Lakh for the year ended March 31, 2018 and net cash out flows of Rs.1,237 Lakh for the year ended on that date, as considered in the Consolidated Ind AS Financial Statements. Its Ind AS Financial Statement have been prepared by the management, comprises consolidation of 8 entities:
  - a. 6 operating entities, whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their country and which have been audited by other auditor under generally accepted auditing standards applicable in their country. The Company's management has converted the financial statements of such entities from accounting principles generally accepted in their country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in

so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

- b. 2 entities, being Investing/Holding entities without any business operations, whose financial statements/ financial information are unaudited and have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/ financial information are not material to the Group.

(III) For other subsidiaries not been considered in the Consolidated Ind AS Financial Statements and also been de-consolidated during the year, reference may be made to our comments in Paragraph 7 (d) above.

**11. In respect of Associates and Joint Ventures:**

The Consolidated Ind AS Financial Statements also include Group's share of net profit/(loss) after tax of Rs.(58,766.58) Lakh for the year ended March 31, 2018, in respect of 8 Associate Companies and 2 Joint Venture Companies, whose financial statements have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these associates and joint ventures, in so far as it relates to the aforesaid associates and joint ventures is based solely on the reports of the other auditors.

12. The comparative financial information for the year ended March 31, 2017 included in the Consolidated Ind AS Financial Statements, was audited by M/s Manoj Mohan & Associates; whose audit report dated June 10, 2017 expressed a qualified opinion.
13. Our opinion on the Consolidated Ind AS Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified, in respect of the matters described in Paragraph 10 to 12 above, with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

**Report on Other Legal and Regulatory Requirements**

14. As required by sub-section 3 of Section 143 of the Act, based on our audit and on the consideration of the report of other auditors on separate financial statements and other financial information of subsidiaries, associates and joint ventures, as noted in 'Other Matter' paragraph, we report, [to the extent applicable and subject to non-availability of information as detailed in Paragraph 7(d) above], that:
  - (a) Except for the matters described in the basis for qualified opinion above, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS financial Statements.
  - (b) In our opinion, except for the matters described in the basis for qualified opinion above, proper books of accounts relating to preparation of the aforesaid consolidated Ind AS financial statements as required by law have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The consolidated balance sheet, the consolidated statement of profit and loss [including other comprehensive income], consolidated cash flow and the consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - (d) In our opinion, except for the matters described in the basis for qualified opinion above, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
  - (e) In our opinion, the matters described in the basis for qualified opinion above basis for qualified opinion paragraph above may have adverse effect in the functioning of the group.

- (f) The information with regard to written representations received from the directors of the holding company, as on March 31, 2018 and taken on record by the Board of Directors of the holding company has not been made available to us. Therefore, we are unable to comment on whether or not any of the Directors of the holding company is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act. Further, on the basis of the reports of the other statutory auditors of its subsidiary companies, associates and joint ventures incorporated in India, none of the directors of the Group companies, its associates and joint ventures incorporated in India is disqualified as on March 31, 2018 from being appointed as a director of that company in terms of sub-section 2 of Section 164 of the Act.
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the basis for qualified opinion paragraph above;
- (h) With respect to the adequacy of the internal financial controls over financial reporting of the holding company and its subsidiary companies, associates and joint ventures incorporated in India and the operating effectiveness of such controls, refer to our separate report in "**Annexure-A**"; and
- (i) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements of subsidiaries, as noted in the 'Other Matter' paragraph:
  - (i) the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures. [Refer Note no. 3.41 to the Consolidated Ind AS Financial Statements];
  - (ii) the Group, its associates and joint ventures did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the holding company, its subsidiaries and joint venture companies incorporated in India.

**For SCV & Co. LLP**  
*(formerly known as S.C. Vasudeva & Co.)*  
**Chartered Accountants**  
**Firm Regn No.000235N/N500089**

**(Abhinav Khosla)**  
**Partner**  
**Membership No. 087010**

**Place : New Delhi**  
**Date : January 22, 2019**



## **Annexure-A to Independent Auditors' Report**

Referred to in Paragraph 14(g) of the Independent Auditors' Report of even date to the members of **Amtek Auto Limited** on the Consolidated Ind AS Financial Statements for the year ended March 31, 2018

### **Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the Consolidated Ind AS Financial Statements of **Amtek Auto Limited** [the Holding Company] as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of **Amtek Auto Limited** [the Holding Company], its subsidiary companies, associates and joint venture companies, which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors / Management of the Holding Company, its subsidiary companies, associates and joint venture companies, to whom reporting under clause (i) of sub-section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the

company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and may not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at March 31, 2018:
- The Holding Company has not fully established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India except partially for 'procure-to-pay', 'finance & accounts' and 'treasury'.
  - Therefore, the Holding Company did not have an appropriate and proper internal control system to determine the recoverable amount of 'value-in-use' to assess the impairment provision of assets on timely basis, valuation of inventories with regard to deficient inventory records, non-maintenance of detailed fixed assets register prior to April 1, 2017 which may potentially result in Company recognizing inventory at incorrect amounts and impairment of assets not being recognized at correct amount or on timely basis.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, because of the effects/possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Holding Company has not maintained adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were not operating effectively as of March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Other Matter**

9. Our aforesaid report under section 143(3) (i) of the Companies Act, 2013 on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 4 subsidiary companies, 8 associate companies and 2 joint venture companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For SCV & Co. LLP**  
*(formerly known as S.C. Vasudeva & Co.)*  
**Chartered Accountants**  
**Firm Regn No.000235N/N500089**

**(Abhinav Khosla)**  
**Partner**  
**Membership No. 087010**

**Place : New Delhi**  
**Date : January 22, 2019**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018**

(Rupees In Lakhs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
<b>(A) ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, plant and equipment	3.1	332,532.56	1,235,945.21
(b) Capital work-in-progress	3.1	10,791.89	122,707.28
(c) Goodwill	3.2	14,681.46	16,086.89
(d) Other Intangible assets	3.2	627.23	726.71
(e) Investments accounted for using the equity method	3.3	2,806.68	127,724.28
(f) Financial assets			
(i) Investments	3.4	66,888.74	17,377.74
(ii) Loans	3.5	1,057.32	1,693.14
(iii) Other financial assets	3.6	365.62	270.65
(g) Deferred Tax Assets(net)	3.7	10,577.38	78,065.36
(h) Other Non-Current Assets	3.8	1,998.44	77,313.10
<b>Sub Total-Non-Current Assets</b>		<b>442,327.32</b>	<b>1,677,910.36</b>
<b>2 Current Assets</b>			
(a) Inventories	3.9	49,729.56	142,006.82
(b) Financial Assets			
(i) Investments	3.10	24.18	280.28
(ii) Trade Receivables	3.11	73,817.63	109,334.45
(iii) Cash and Cash Equivalents	3.12	20,684.56	23,230.79
(iv) Bank Balances Other than (iii) above	3.13	1,100.91	855.72
(v) Loans	3.14	1,890.88	2,269.04
(vi) Other Financial Assets	3.15	-	-
(c) Current Tax Assets (Net)	3.16	1,264.72	1,386.81
(d) Other Current Assets	3.17	22,953.72	73,778.78
<b>Sub Total-Current Assets</b>		<b>171,466.16</b>	<b>353,142.69</b>
<b>3 Assets classified as held for sale/Assets included in disposal group(s) held-for-sale</b>	3.18	18,010.97	592,838.16
<b>TOTAL-ASSETS</b>		<b>631,804.45</b>	<b>2,623,891.21</b>
<b>(B) EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	3.19	4,965.11	4,965.11
(b) Other Equity	3.20	(886,267.49)	257,860.29
(c) Non-Controlling Interests	3.21	1,472.17	23,660.34
<b>Sub Total-Equity</b>		<b>(879,830.21)</b>	<b>286,485.74</b>
<b>2 Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	3.22	57,641.67	63,797.01
(ii) Other Financial Liabilities	3.23	63.30	63.30
(b) Deferred Tax Liabilities (net)	3.7	1,183.19	1,693.35
(c) Provisions	3.24	20,626.07	24,269.07
(d) Other Non-Current Liabilities	3.25	47.77	49,854.22
<b>Sub Total-Non-Current Liabilities</b>		<b>79,562.00</b>	<b>139,676.95</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	3.26	216,672.67	313,017.61
(ii) Trade payables			
(A) Total outstanding dues of Micro enterprises and small enterprises; and	3.27	576.58	947.54
(B) Total outstanding dues of creditors other than Micro enterprises and small enterprises	3.27	84,019.96	70,832.09
(iii) Other financial Liabilities	3.28	1,081,831.69	1,224,435.31
(b) Other Current Liabilities	3.29	9,667.17	27,198.46
(c) Provisions	3.30	4,244.80	2,095.07
(d) Current Tax Liabilities (Net)	3.31	1,034.85	2,051.23
<b>Sub Total-Current Liabilities</b>		<b>1,398,047.72</b>	<b>1,640,577.31</b>
<b>3 Liabilities classified as held for sale/Liabilities included in disposal group(s) held-for-sale</b>	3.18	34,024.94	557,151.21
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>631,804.45</b>	<b>2,623,891.21</b>

Significant Accounting Policies & Notes forming part of the Financial Statements

1 to 3.76

As per our report of even date attached  
**For SCV & Co. LLP**  
Chartered Accountants  
Firm Regn No.000235N/N500089

**For Amtek Auto Limited**

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

**(Abhinav Khosla)**  
Partner  
Membership No. 087010

**Rajeev Raj**  
Company Secretary

Place : New Delhi  
Date : 22nd January, 2019

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

(Rupees In Lakhs)

Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>I. Revenue</b>			
Revenue From Operations	3.32	465,116.70	454,202.54
Other Income	3.33	9,341.78	4,774.48
<b>II. Total Income</b>		<b>474,458.48</b>	<b>458,977.02</b>
<b>III. Expenses:</b>			
Cost of materials consumed	3.34	209,869.13	188,106.89
Purchase of Stock-in-Trade		43,804.78	43,746.97
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	3.35	(33,428.19)	(20,950.59)
Employee benefits Expense	3.36	64,594.04	55,736.91
Finance costs	3.37	96,494.64	136,605.23
Depreciation and amortization expense	3.38	101,817.62	70,830.93
Impairment losses	3.39	146,682.38	-
Other expenses	3.40	146,053.34	124,971.04
<b>Total expenses</b>		<b>775,887.74</b>	<b>599,047.38</b>
<b>IV. Profit/ (loss) before share of profit/(loss) of associates and joint ventures, exceptional items and tax (II-III)</b>		<b>(301,429.26)</b>	<b>(140,070.36)</b>
<b>V. Share of profit/(loss) of associates /joint Ventures</b>		<b>(59,115.88)</b>	<b>(95,238.14)</b>
<b>VI. Profit/ (loss) before exceptional items and tax (IV+V)</b>		<b>(360,545.14)</b>	<b>(235,308.50)</b>
<b>VII. Exceptional Items [(income)/expense]</b>	3.43	641,440.63	71,994.30
<b>VIII. Profit/(loss) before tax (VI - VII)</b>		<b>(1,001,985.77)</b>	<b>(307,302.80)</b>
<b>IX. Tax expense:</b>			
(1) Current tax		2,066.54	1,635.67
(2) Earlier year tax		837.95	81.12
(3) MAT credit entitlement reversal		14,108.16	(486.34)
(4) Deferred tax		8,723.09	(60,322.38)
<b>Total tax expense</b>		<b>25,735.74</b>	<b>(59,091.93)</b>
<b>X. Profit/ (loss) for the year from continuing operations (VIII-IX)</b>		<b>(1,027,721.51)</b>	<b>(248,210.87)</b>
<b>XI. Profit/(loss) from discontinued operations</b>	3.44	6,679.06	(62,218.13)
<b>XII. Tax expense of discontinued operations</b>	3.44	(127.29)	(7,042.42)
<b>XIII. Profit/(loss) from discontinued operations (after tax) (XI-XII)</b>		6,806.35	(55,175.71)
<b>XIV. Profit/(loss) for the year (X+XIII)</b>		<b>(1,020,915.16)</b>	<b>(303,386.58)</b>
<b>XV. Other Comprehensive Income</b>	3.45		
A (i) Items that will not be reclassified subsequently to profit or loss		959.41	(2,366.80)
(ii) Income tax relating to Items that will not be reclassified subsequently to profit or loss		209.23	(114.67)
B (i) Items that will be reclassified subsequently to profit or loss		(15,646.75)	12,570.69
(ii) Income tax relating to Items that will be reclassified subsequently to profit or loss		-	3,850.19
<b>Total of Other Comprehensive Income for the year (net of tax)</b>		<b>(14,896.57)</b>	<b>6,468.37</b>
<b>XVI. Total Comprehensive Income for the year (XIV+XV)</b>		<b>(1,035,811.73)</b>	<b>(296,918.21)</b>
<b>(Comprising profit/(loss) and other comprehensive income for the year)</b>			
<b>Profit/(Loss) for the year attributable to:</b>			
Owners of Amtek Auto Limited		(990,424.47)	(286,448.50)
Non-controlling Interest		(30,490.69)	(16,938.08)
<b>Other Comprehensive Income attributable to:</b>			
Owners of Amtek Auto Limited		(13,896.34)	7,867.26
Non-controlling Interest		(1,000.23)	(1,398.89)
<b>Total Comprehensive Income attributable to:</b>			
Owners of Amtek Auto Limited		(1,004,320.81)	(278,581.24)
Non-controlling Interest		(31,490.92)	(18,336.97)
<b>XVII. Earnings per Equity Share (for Continuing Operations) (Rs.)</b>			
(1) Basic	3.46	(401.74)	(111.05)
(2) Diluted	3.46	(401.74)	(111.05)
<b>XVIII. Earnings per Equity Share (for Discontinued Operations) (Rs.)</b>			
(1) Basic	3.46	2.79	(16.36)
(2) Diluted	3.46	2.79	(16.36)
<b>XIX. Earnings per Equity Share (for Continuing &amp; Discontinued operations) (Rs.)</b>			
(1) Basic	3.46	(398.95)	(127.41)
(2) Diluted	3.46	(398.95)	(127.41)
<b>Significant Accounting Policies &amp; Notes forming part of the Financial Statements</b>	<b>1 to 3.76</b>		

As per our report of even date attached  
**For SCV & Co. LLP**  
Chartered Accountants  
Firm Regn No.000235N/N500089

**For Amtek Auto Limited**

(Abhinav Khosla)  
Partner  
Membership No. 087010

Place : New Delhi  
Date : 22nd January, 2019

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

**Rajeev Raj**  
Company Secretary

## Statement of Changes in Equity for the period ended 31st March, 2018

A. Equity Share Capital													(Rupees in Lakhs)		
Balance as at 01.04.2016		Changes in Equity Share Capital during the year				Balance as at 31.03.2017			Changes in Equity Share Capital during the year				Balance as at 31.03.2018		
4,495.11		470.00				4,965.11			-				4,965.11		
B. Other Equity													(Rupees in Lakhs)		
Particulars		Reserves and Surplus							Other Comprehensive Income (OCI)				Grand Total		
	Capital Reserve	Securities Premium	Debenture Redemption Reserve	Capital Reserve (in pursuance of consolidation)	Revaluation Reserve	Other Reserves	General Reserve	Retained Earnings	Investments through OCI	Debt Instruments Through OCI	Foreign Currency Translation Reserve	Other Items of Other Comprehensive Income	Equity attributable to owners of the Holding Company	Equity attributable to Non-Controlling Interest	Total Equity
As at 01.04.2016	15,801.55	288,820.72	59,486.00	68,398.96	33,633.40	80.19	183,050.01	(120,469.96)	210.84	(1,557.34)	(339.80)	(1,013.11)	526,101.46	34,455.90	560,557.36
Addition/Adjustment during the year	(2.34)	11,280.00	-	(992.31)	-	-	-	-	-	-	54.72	-	10,340.07	-	10,340.07
Changes on account of acquisition/ other changes	-	-	-	-	-	-	-	-	-	-	-	-	-	7,541.41	7,541.41
Profit / (Loss) for the year	-	-	-	-	-	-	-	(286,448.50)	-	-	-	-	(286,448.50)	(16,938.08)	(303,386.58)
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	160.23	(3,431.24)	13,105.69	(1,967.42)	7,867.26	(1,398.89)	6,468.37
Transfer to retained earning	-	-	-	-	-	-	-	189.20	(189.20)	-	-	-	-	-	-
As at 31.03.2017	15,799.21	300,100.72	59,486.00	67,406.65	33,633.40	80.19	183,050.01	(406,729.26)	181.87	(4,988.58)	12,820.61	(2,980.53)	257,860.29	23,660.34	281,520.63
Profit / (Loss) for the year	-	-	-	-	-	-	-	(990,424.47)	-	-	-	-	(990,424.47)	(30,490.69)	(1,020,915.16)
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	0.93	-	(14,618.76)	721.49	(13,896.34)	(1,000.23)	(14,896.57)
Disposal of Interest in Joint Venture of Subsidiary	(145.57)	-	-	-	-	-	-	-	-	-	502.82	-	357.25	-	357.25
Derecognition of Interest in Subsidiaries (Refer Note -3.62)	-	-	(14,020.00)	(51,194.25)	(33,633.40)	-	(42,738.76)	-	-	-	-	-	(141,586.41)	7,767.85	(133,818.56)
Other changes as per financials of subsidiary	-	-	-	-	-	-	-	47.25	-	-	-	-	47.25	-	47.25
Sale of shares to Non-controlling Interest	-	-	-	-	-	-	-	1,374.94	-	-	-	-	1,374.94	1,534.90	2,909.84
Transfer to retained earnings	-	-	-	-	-	-	-	18,401.57	(160.28)	(19,873.79)	1,632.50	-	-	-	-
Transfer to Capital reserve (in pursuance of consolidation) (refer sub-note (i) of Note 3.20 )	(19.98)	(303.69)	-	1,064.38	-	-	(740.71)	-	-	-	-	-	-	-	-
Transfer to retained earnings on de-consolidation of Associates	-	-	-	-	-	-	-	113.36	(22.52)	-	-	(90.84)	-	-	-
Transfer to retained earnings on de-consolidation of Subsidiaries	-	-	-	-	-	-	-	(26,946.30)	-	24,862.37	-	2,083.93	-	-	-
As at 31.03.2018	15,633.66	299,797.03	45,466.00	17,276.78	-	80.19	139,570.54	(1,404,162.91)	0.00	-	337.17	(265.95)	(886,267.49)	1,472.17	(884,795.32)

## Notes:

- (A) Capital reserve : The Company has recognised Capital Reserve on buyback of Foreign Currency Convertible Bonds and forfeiture of warrant money from its retained earnings.
- (B) Securities premium : The amount received in excess of face value of the equity shares is recognised in Securities Premium. The account is utilised in accordance with the provisions of the Companies Act, 2013 (the "Companies Act").
- (C) Debenture Redemption Reserve : The Companies Act, 2013 requires that where a Company issues debentures, it shall create a debenture redemption reserve out of profits of the Company available for payment of dividend. The Company is required to maintain a Debenture Redemption Reserve of 25% of the value of debentures issued, either by a public issue or on a private placement basis. The amounts credited to the debenture redemption reserve cannot be utilised by the Company except to redeem debentures.
- (D) Capital Reserve in pursuance of consolidation : During consolidation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve.
- (E) Investment Allowance Reserve : Investment Allowance was created on account of allowance as per Income Tax Act, 1961 for setting up the industry in backward area.
- (F) Capital subsidy Reserve: Capital subsidy was received from Haryana State Industrial Development Corporation as DG set subsidy for setting up of industry in backward area.
- (G) General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013
- (H) Retained earnings - Retained earnings are the profits that the Company has earned till date, less any transfers to other reserves, dividends or other distributions paid to shareholders.

For Amtek Auto Limited

As per our report of even date attached  
**For SCV & Co. LLP**  
 Chartered Accountants  
 Firm Regn No.000235N/N500089

(Abhinav Khosla)  
 Partner  
 Membership No. 087010

Place : New Delhi  
 Dated : 22nd January, 2019

**Vinod Uppal**  
 Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
 Insolvency professional

**Rajeev Raj Kumar**  
 Company Secretary



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

(Rupees In Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax from continuing operations	(1,001,985.77)	(307,302.80)
Profit Before Tax from discontinued operations	6,679.06	(62,218.13)
Share of profit in equity accounted investment	59,115.88	95,238.14
<b>Adjustments for :</b>		
Add: Depreciation and Amortisation Expense	101,817.62	70,830.93
Add: Additional Depreciation	-	30,902.89
Add: Financial Costs	96,494.64	136,605.23
Add: Provision for Doubtful Debts and Advances	520.16	-
Add: Loss/(Gain) on sale of Investments	-	3,650.84
Add: Loss/(Gain) on sale of Property, Plant and Equipment ( net)	39.65	(1,924.04)
Add: Impairment of Non-Current Assets	146,682.38	-
Add: Diminution in value of Inventories	135,825.01	37,440.57
Add: Provision for impairment on Property, plant and equipment and other assets	724,924.89	-
Add: Loss/ (Gain) on loss of Interest in Associates	(3,896.72)	-
Add: Loss / (Gain) on loss of control in Subsidiaries	(176,597.88)	-
Add: Property, plant and equipment and other assets written off	14,795.58	-
Add: Fair value changes in Investment	(57,996.69)	-
Add: Loss on sales of investment in associates	1,780.98	-
Add: Other non-cash items	(3,240.28)	7,721.43
Less: Unrealised Exchange (Gain)/Loss on Foreign currency Transactions/ Translations	(6,522.35)	2,899.35
Less: Interest Income	(174.38)	(1,191.61)
<b>Operating profit before working capital changes</b>	<b>38,261.78</b>	<b>12,652.80</b>
(Increase)/Decrease in Inventories	(6,156.52)	57,087.76
(Increase)/Decrease in Trade Receivable	321.30	75,599.24
(Increase)/Decrease in Non current Assets	6,187.42	(3,666.13)
(Increase)/Decrease in Other Current Assets	15,375.75	(105,767.29)
Increase/(Decrease) in Provisions	2,968.36	(10,539.91)
Increase/(Decrease) in Trade Payables	25,444.40	(37,308.67)
Increase/(Decrease) in Non-current Liabilities	1,288.88	57,385.48
Increase/(Decrease) in Current Liabilities	(51,621.03)	5,451.12
Cash generation from Assets held for Sale/Discontinued Operations	3,548.56	80,805.22
<b>Cash generation from Operating Activities</b>	<b>35,618.90</b>	<b>131,699.62</b>
Direct Tax paid (net of refund)	(3,442.09)	(1,180.08)
<b>Net Cash from Operating Activities</b>	<b>32,176.81</b>	<b>130,519.54</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment, Intangibles (including Capital work in progress)	(30,289.84)	162.99
Increase/(Decrease) in Goodwill	1,405.43	-
Proceeds from sale of Property, Plant and Equipment	680.78	5,039.17
Purchase/(sale) of investments (Net)	(281.41)	(7,847.88)
Sale of shares of Overseas Subsidiaries to non controlling interest	2,910.00	-
Increase/Decrease in Assets/Liabilities held for sale	(4,286.31)	-
Interest received	174.38	1,191.61
Proceeds from maturity of Fixed Deposit with original maturity of more than 3 months but less than 12 months	(225.26)	342.66
Cash generation from Assets held for Sales/Discontinued Operations	-	(28,919.08)
<b>Net Cash From Investing Activities</b>	<b>(29,912.23)</b>	<b>(30,030.53)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Equity Share Capital	-	470.00
Proceeds from Share Premium on issue of Equity Share Capital	-	11,280.00
Proceeds from promoter contribution	-	12,127.79
Proceeds/(Repayment) of borrowings	(3,563.31)	(77,543.10)
(Repayment)/Disbursement of Short Term borrowings	6,000.00	36,931.45
Finance Costs	(6,158.95)	(57,066.88)
Cash generation from Assets held for Sales/Discontinued Operations	-	(37,070.04)
<b>Net Cash From Financing Activities</b>	<b>(3,722.26)</b>	<b>(110,870.78)</b>
<b>Net Cash Flows During the Year (A+B+C)</b>	<b>(1,457.68)</b>	<b>(10,381.77)</b>
Cash & Cash Equivalents at the beginning of the year	23,230.79	42,169.61
Add: Cash on Acquisition	-	2,878.51
Less: Cessation of Subsidiary	(1,942.38)	-
Effect on Exchange Rate	853.83	(5,620.46)
Cash & Cash Equivalents held for sale	-	(5,815.10)
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>20,684.56</b>	<b>23,230.79</b>
<b>Components of Cash and Cash Equivalents includes:</b>		
Cash on Hand	23.21	145.25
<b>Balance with Schedule Banks:</b>		
-Current Accounts	20,422.18	20,541.24
-Fixed Deposits (maturing within 3 months)	239.17	2,544.30
	<b>20,684.56</b>	<b>23,230.79</b>

**NOTES TO CASH FLOW STATEMENT**

- The above statement has been prepared under indirect method except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities.
- Significant non cash movements in borrowings during the year includes exchange fluctuation of Rs.543.38 Lakhs (Previous Year Rs.3,046.28 Lakhs)
- Previous period figures have been regrouped/ recast wherever considered necessary.

As per our report of even date attached  
**For SCV & Co. LLP**  
Chartered Accountants  
Firm Regn No.000235N/N500089

**For Amtek Auto Limited**

**Vinod Uppal**  
Chief Financial Officer

**Dinkar T. Venkatsubramanian**  
Insolvency professional

**(Abhinav Khosla)**  
Partner  
Membership No. 087010

**Rajeev Raj**  
Company Secretary

Place : New Delhi  
Date : 22nd January, 2019

## **Notes to the consolidated Financial Statements**

### **1. Corporate Information**

M/S Amtek Auto Limited (hereinafter referred to as "the Holding Company") established on October 3, 1985, as A.M. Metal Cast Limited in year 1985 and subsequently the name was changed to Amtek Auto Limited w.e.f. November 12, 1987. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The financial statements comprises the financial statements of the holding Company and its subsidiaries (hereinafter collectively referred to as 'the Group'), associates and joint ventures.

The holding company is one of the leading players in the auto components sector with proven capabilities in forging, high pressure die casting, machining and sub-assembly.

The Product portfolio includes auto components and assemblies namely engine, transmission and suspension components. The group is original equipment manufacturer supplier for passenger cars, light and heavy commercial vehicles, two/three wheelers and diesel engines. The group also manufacture components for non-auto sectors viz. Agriculture, Refrigeration and Railways.

Major customers of the group include Maruti Udyog, New Holland Tractors, Hyundai Motors, ITL, Eicher Motor, Hero, Honda, Tata Motors, General Motors, SML-Isuzu, Ashok Leyland, Ford, Briggs and Stratton, Cummins, CNH Global, Escorts, International Tractors, Tallent Engineering, John Deere and White good Manufacturers viz. LG Electronics.

The Holding company has its Registered Office at Plot No.-16, Industrial Area, Roz-ka-Meo, P.O. Sohna, Mewat Haryana and Corporate Office at 3, Local Shopping Centre, Pamposh Enclave, Greater Kailash -1, New Delhi.

The 'Corporate Insolvency Resolution Process' (CIRP) was initiated, on a petition filed by Corporation Bank, against the Company, which was admitted vide an Order of the National Company Law Tribunal (NCLT), Chandigarh dated July 24, 2017 under the provisions of the Insolvency and Bankruptcy Code 2016("Code / IBC").

That pursuant thereto, on July 27, 2017, Hon'ble NCLT appointed Mr. Dinkar T. Venkatasubramanian as Interim Resolution Professional (IRP) in terms of IBC, who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors (CoC), constituted under IBC. Mr. Dinkar T. Venkatasubramanian, in his capacity as RP, has taken control and custody of the management and operations of the company with effect from July 27, 2017.

Under the CIRP, a resolution plan needs to be submitted by resolution applicant, which is to be approved by the CoC, and would further be approved by NCLT. As per the Code, the RP has to receive, collate and admit all the claims submitted by the creditors of the company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC.

The 'Resolution Plan' wherein Liberty House Group Pte. Limited (LHG) would acquire the control in the company in accordance with the applicable laws and as defined in the resolution plan. The resolution plan was voted upon (between April 4, 2018 and April 5, 2018) & duly approved by the CoC and has further been approved by NCLT vide Order dated July 25, 2018.

As per NCLT Order read with the implementation provisions of the Resolution Plan, the Resolution Applicant and Resolution Professional shall jointly supervise the implementation of the Resolution Plan until closing date. The Resolution Professional shall act as Insolvency Professional and will be a member on the Monitoring committee till such closing date.

However, the Resolution Plan has not been implemented within the timelines as prescribed in the approved Resolution Plan. This Resolution Plan was approved by the Hon'ble NCLT and forms part of court order to be implemented. Accordingly, the lenders, who have formed the COC of the Corporate Debtor during CIRP, have sought directions from Hon'ble NCLT for reinstatement of the CIRP Process by excluding the time spent in negotiating the plan with Liberty House Group Pte Ltd ("LHG"). It is likely that in view of the circumstances of Amtek Auto Ltd, the Hon'ble NCLT will exclude the time spent with LHG in negotiating the Resolution plan and will also be excluded while calculating the 270 days in the CIRP period and will allow opportunity to invite fresh resolution plans to negotiate with the Resolution Applicants who had submitted Resolution plans / Expression of interests. It is a consistent view of the Hon'ble NCLTs, that liquidation should be ordered only as a last resort after all avenues for a Resolution have been exhausted.

## **Basis of preparation of financial statements and Statement of Compliance**

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values; the provisions of the Companies Act, 2013 ('Act') (to the extent notified and applicable). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Since the powers of the Board of Directors stand suspended after commencement of CIRP, the consolidated financial statements have been endorsed by Chief Financial Officer, confirming the consolidated financial statements do not contain any material misstatements and thereafter provided to the Insolvency Professional for his signing on 22nd January, 2019.

## **2. Significant Accounting Policies**

### **2.1 Current versus non-current classification**

The group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The group classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

### **2.2 Principles of Consolidation**

#### **(i) Subsidiaries**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The Group combines the financial statements of the holding company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balance and unrealised gains on transactions between Group companies are eliminated. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of change in equity and balance sheet respectively.



**(ii) Associate**

Associates are all entities over which the group has significant influence but does not have control or joint control. This is generally a case where the group holds between 20%-50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see note (iv) below), after initially being recognised at cost.

**(iii) Joint Venture**

Interest in Joint ventures are accounted for using the equity method (see note (iv) below), after initially being recognized at cost in the consolidated balance sheet.

**(iv) Equity method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in equity-accounted investments equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The carrying amount of equity accounted investments are tested for impairment.

**(v) Changes in ownership interests**

The Group treats transactions with non-controlling interests which does not result in loss of control as transaction with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of related assets or liabilities.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

**2.3 Recent Accounting Pronouncements**

**Appendix B to Ind AS 21, Foreign currency transactions and advance consideration :**

On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The group has evaluated the effect of this on the consolidated financial statements and the impact is not material.

**Ind AS 115, Revenue from Contract with Customers:**

On March 28, 2018, the MCA notified the Ind AS 115. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard

requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The effective date for adoption of Ind AS 115 is financial period beginning on or after April 1, 2018.

The group will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly, comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

## **2.4 Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost includes its purchase price ( including import duties and non-refundable purchase taxes), after deducting trade discounts and rebates. It includes other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the borrowing costs for qualifying assets and the initial estimate of restoration cost if the recognition criteria is met.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the group and the costs of the item can be measured reliably.

When significant parts of plant and equipment are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. Repairs and maintenance costs are charged to the statement of profit and loss when incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

### **De-recognition**

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is disposed.

The asset's residual values, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively.

## **2.5 Intangible Assets**

An Intangible asset is recognised when it is probable that the expected future economic benefits that are attributable to the asset will flow to the group; and the cost of the asset can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The cost of an intangible asset comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and any directly attributable cost of preparing the asset for its intended use.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

## **2.6 Depreciation and amortisation**

The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods, useful lives and residual values are reviewed at each reporting period. Depreciation on additions/ deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

Leasehold assets are amortised equally over the period of their lease.

## **2.7 Inventories**

- Raw Materials, Stock-in-trade, Goods under process and Finished Goods are valued at cost (Net of provision for diminution) or \*Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials, Stock-in-trade and stores and Spares is ascertained on FIFO basis.
- Cost of finished goods and goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.
- Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

## **2.8 Cash and cash equivalents**

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Amendment to Ind AS 7: Effective 1st April 2017, the group adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of these consolidated financial statement to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from the financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the consolidated financial statements.

## **2.9 Financial Instruments**

The group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the financial instrument. All financial assets and Financial liabilities (Except Borrowings) are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

### **Borrowings**

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

#### **i. Financial assets carried at amortised cost -**

A Financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

– Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

**ii. Investments in mutual funds**

Investments in mutual funds are measured at fair value through Profit or loss (FVTPL)

**iii. Investment in Equity Instruments of Subsidiaries, Joint Ventures and Associates**

Investment in Equity Instruments of Subsidiaries, Joint Ventures and Associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

**iv. Investment in Equity Instruments**

Investments in Equity Instruments, where the group has opted to classify such instruments at fair value through profit or loss (FVTPL) are measured at fair value through profit or loss.

**v. Financial Liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

**2.10 Fair Value Measurement**

The group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or Liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

**2.11 De-recognition of financial instruments**

The group de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is de-recognised from the group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

## **2.12 Non-current assets held for sale**

The Group classifies non-current assets and disposal groups as held for sale, if their carrying amounts is likely to be recovered principally through a sale rather than through continuing use and there is a commitment from the management to sale the above assets within one year from the date of classification. The asset is regarded as held for sale only when the assets or disposal group is available for immediate sale in its present condition, subject only to the terms that are usual and customary for sales and its sale is highly probable and also it will genuinely be sold, not abandoned. Non-current assets held for sale to owners and disposal groups are measured at lower of their carrying amount and the fair value less cost to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment and intangible assets held for sale, once classified as held for sale are not further depreciated or amortized. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

## **2.13 Provisions and contingent liabilities**

A provision is recognized if, as a result of a past event, the group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

A contingent liability is not recognized but disclosed when

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group; or
- (b) a present obligation that arises from past events but is not recognized because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) the amount of the obligation cannot be measured with sufficient reliability.

## **2.14 Revenue Recognition**

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, taxes and amounts collected on behalf of third parties.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, recovery of the consideration is probable and no significant uncertainty exists to its realisation or collection thereof.

### **Other Income**

- (i) Interest income is accounted on a time proportion basis taking into account the amount outstanding and the effective interest rate (EIR). Effective Interest Rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- (ii) Export incentives entitlements are recognised as income when the right to receive credit as per the terms of the scheme is established in respect of exports made, and where there is no significant uncertainty regarding the ultimate collection of relevant export proceeds.

### **Rental Income**

Rental income from operating leases is recognized on straight line basis over lease term except where the rentals are structured to increase in line with expected general inflation.

### **Dividend Income**

Dividend income from investments is recognised when the shareholders' right to receive payment has been established (provided that it is probable that the economic benefits will flow to the group and the amount of income can be measured reliably).

Job Work charges are recognised upon full completion of job work and when all the significant risks and rewards of ownership of the goods have been passed to the buyer and no significant uncertainty exist regarding the collection of the consideration.

## **2.15 Employee benefits**

### ● **Defined benefit plans**

The Groups, has defined benefit plans and it recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The current service cost is included in the employee benefit expense in the statement of profit and loss account. The interest cost calculated by applying the discount rate to the net balance of defined benefit obligation, is included in the finance cost in the statement of profit and loss account.

### ● **Defined contribution plans**

The group has defined contribution plans namely Provident Fund and Employee State Insurance Fund. The group has no obligation, other than contribution payable to the Provident Fund. The group recognises contribution payable to the Provident Fund as an expense, when an employee renders the related service, group's contribution to Employee State Insurance are recognised as an expense when employees have rendered services entitling them to the contribution.

### ● **Other Short-Term Employee Benefits**

Short - term employee benefits include performance incentive, salaries and wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

## **2.16 Borrowing costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset.

Processing fee paid for borrowings is amortised over the term of long term loan through statement of profit and loss. All other borrowing costs are expensed in the period in which they occur.

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortised cost method and is charged to the statement of profit and loss.

## **2.17 Foreign currencies**

### **a) Functional and presentation Currency**

The Group's consolidated financial statements are presented in INR, which is also the holding company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

### **b) Transactions and Balances**

#### **(i) Initial Recognition**

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transactions.

#### **(ii) Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date.

#### **(iii) Exchange Difference**

The group accounts for exchange differences arising on translation/settlement of foreign currency monetary item by recognising the exchange differences as income or as expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions.

**c) Group Companies**

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Holding Company's foreign operations that have a functional currency other than presentation currency i.e. Indian Rupees are translated using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non-controlling interest. When a foreign operation is disposed off, the relevant amount recognized in FCTR is transferred to the statement of income as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

Foreign currency differences arising from translation of inter company receivables or payables relating to foreign operations, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of net investment in foreign operation and are recognized in FCTR.

**2.18 Impairment of Assets**

**i) Financial assets (other than at fair value)**

The group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

**(ii) Non-financial assets**

**a) Property, Plant and equipment and Intangible Assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss.

**2.19 Income taxes**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the group will pay normal income tax in future periods. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that future economic benefits associated with it flow to the group and the asset can be measured reliably.

## **2.20 Earnings per equity share**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the holding company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the holding company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The Weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, buy back of shares, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

## **2.21 Dividends**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

## **2.22 Leases**

Leases under which the group assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

### **Group as a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the group is classified as a finance lease, all other leases are classified as operating leases. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the group's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term however, rent expenses shall not be straight-lined, if escalation in rentals is in line with expected inflationary cost.

### **Group as a lessor**

Leases in which the group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease shall not be straight-lined, if escalation in rentals is in line with expected inflationary cost.

Contingent rentals are recognised as revenue in the period in which they are earned.

## **2.23 Business Combinations**

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. Acquisition related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their fair value at the acquisition date, except certain assets and liabilities that are required to be measured as per the applicable standard. Purchase consideration in excess of the Company's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognized as goodwill. Excess of the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent



liabilities over the purchase consideration is recognized, after reassessment of fair value of net assets acquired, in the Capital Reserve.

#### **Common control**

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. Business combinations involving entities under common control are accounted for using the pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised as capital reserve under equity.

#### **2.24 Government Grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Grant related to expenses are deducted in reporting the related expense.



**Note No: 3.1 PROPERTY, PLANT AND EQUIPMENT**

(Rupees in Lakhs)

Particulars	Land-Freehold	Land-Leasehold	Building	Plant and Machinery	Electrical Installation	Furnitures & Fixtures	Vehicles	Office Equipment	Computer	Total	Capital Work in Progress
<b>Gross Block*</b>											
<b>As at 1.04.2016</b>	61,417.63	6,363.87	106,437.64	1,277,308.46	3,878.96	11,139.15	4,170.05	11,530.43	3,426.59	<b>1,485,672.78</b>	
Additions	5,043.30	378.83	22,540.08	421,646.42	40.99	1,713.38	302.55	10,671.71	1,578.63	<b>463,915.89</b>	
Disposals	(993.42)	(204.83)	(9,093.69)	(56,690.87)	-	(235.83)	(140.21)	(1,902.84)	(20.59)	<b>(69,282.28)</b>	
Adjustments	-	-	-	-	-	-	-	-	-	<b>-</b>	
Exchange Differences	(1,325.96)	(397.39)	(7,498.08)	(72,156.46)	(911.78)	(3,383.99)	(348.62)	(1,337.40)	(501.04)	<b>(87,860.72)</b>	
Transferred to Assets held for sale (refer note 3.18)	(41,125.16)	(5,677.75)	(58,089.56)	(283,511.59)	(3,008.18)	(5,953.06)	(1,931.63)	(13,034.48)	(3,955.28)	<b>(416,286.69)</b>	
Reclassified from held for sale (refer note 3.18)	24,285.87	486.61	22,449.02	40,212.15	-	62.49	231.36	5,079.73	55.69	<b>92,862.92</b>	
<b>As at 31.03.2017</b>	<b>47,302.26</b>	<b>949.34</b>	<b>76,745.41</b>	<b>1,326,808.11</b>	<b>(0.01)</b>	<b>3,342.14</b>	<b>2,283.50</b>	<b>11,007.15</b>	<b>584.00</b>	<b>1,469,021.90</b>	
Additions	16.76	-	403.47	9,667.13	-	7.03	24.83	2,494.07	62.49	<b>12,675.78</b>	
Disposals	(0.47)	-	(128.58)	(2,843.52)	-	-	(533.41)	(2,515.71)	(0.37)	<b>(6,022.06)</b>	
Adjustments	-	(84.29)	(311.72)	(2,387.61)	-	(1,078.16)	(986.43)	(1,133.09)	(104.55)	<b>(6,085.85)</b>	
Exchange Differences	1,303.72	-	1,155.41	2,135.69	-	-	16.70	393.07	-	<b>5,004.59</b>	
Derecognition of assets of subsidiaries (refer note 3.62)	(5,043.30)	-	(20,244.26)	(316,158.59)	-	(1,712.32)	(81.86)	(4,291.00)	(148.28)	<b>(347,679.61)</b>	
<b>As at 31.03.2018</b>	<b>43,578.97</b>	<b>865.05</b>	<b>57,619.73</b>	<b>1,017,221.21</b>	<b>(0.01)</b>	<b>558.69</b>	<b>723.33</b>	<b>5,954.49</b>	<b>393.29</b>	<b>1,126,914.75</b>	
<b>Accumulated Depreciation</b>											
<b>As at 1.04.2016</b>	-	(2.54)	4,596.19	94,778.80	447.15	1,250.57	413.00	2,092.15	452.73	<b>104,028.05</b>	
Additions	-	387.67	8,469.52	186,981.10	151.97	1,224.35	602.15	7,283.56	1,876.71	<b>206,977.03</b>	
Disposals	-	-	(27.98)	(11,158.07)	-	(44.29)	(88.28)	(1,399.63)	(0.32)	<b>(12,718.57)</b>	
Adjustments	-	-	-	30,902.89	-	-	-	-	-	<b>30,902.89</b>	
Exchange Differences	-	(35.32)	(4,948.59)	(44,454.86)	(633.02)	(2,658.66)	(223.32)	(1,104.73)	(305.81)	<b>(54,364.31)</b>	
Transferred to Assets held for sale (refer note 3.18)	-	(333.94)	(5,233.84)	(46,334.48)	33.89	931.11	(208.75)	(3,943.99)	(1,764.35)	<b>(56,854.35)</b>	
Reclassified from held for sale (refer note 3.18)	-	22.89	2,483.05	11,193.10	-	18.96	16.57	1,358.35	13.03	<b>15,105.95</b>	
<b>As at 31.03.2017</b>	<b>-</b>	<b>38.76</b>	<b>5,338.35</b>	<b>221,908.48</b>	<b>(0.01)</b>	<b>722.04</b>	<b>511.37</b>	<b>4,285.71</b>	<b>271.99</b>	<b>233,076.69</b>	
Additions	-	27.98	3,341.60	94,372.51	-	198.90	252.43	3,343.14	101.13	<b>101,637.69</b>	
Disposals	-	-	(96.79)	(2,571.70)	-	-	(143.46)	(2,490.02)	-	<b>(5,301.97)</b>	
Adjustments	-	(3.91)	(23.13)	(215.16)	-	(307.78)	(290.03)	(214.60)	42.78	<b>(1,011.83)</b>	
Exchange Differences	10.99	-	218.84	805.53	-	-	3.19	95.00	-	<b>1,133.55</b>	
Derecognition of assets of subsidiaries (refer note 3.62)	-	-	(1,475.30)	(83,867.56)	-	(344.16)	(24.98)	(3,698.42)	(137.00)	<b>(89,547.42)</b>	
<b>As at 31.03.2018</b>	<b>10.99</b>	<b>62.83</b>	<b>7,303.57</b>	<b>230,432.10</b>	<b>(0.01)</b>	<b>269.00</b>	<b>308.52</b>	<b>1,320.81</b>	<b>278.90</b>	<b>239,986.71</b>	
<b>Accumulated Impairment</b>											
<b>As at 1.04.2016</b>	-	-	-	-	-	-	-	-	-	<b>-</b>	
Addition	-	-	-	-	-	-	-	-	-	<b>-</b>	
<b>As at 31.03.2017</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
Addition	-	-	8,043.78	546,351.70	-	-	-	-	-	<b>554,395.48</b>	
<b>As at 31.03.2018</b>	<b>-</b>	<b>-</b>	<b>8,043.78</b>	<b>546,351.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>554,395.48</b>	
<b>Net Block</b>											
<b>As at 31.03.2018</b>	<b>43,567.98</b>	<b>802.22</b>	<b>42,272.38</b>	<b>240,437.41</b>	<b>0.00</b>	<b>289.69</b>	<b>414.81</b>	<b>4,633.68</b>	<b>114.39</b>	<b>332,532.56</b>	<b>10,791.89</b>
<b>As at 31.03.2017</b>	<b>47,302.26</b>	<b>910.58</b>	<b>71,407.06</b>	<b>1,104,899.63</b>	<b>0.00</b>	<b>2,620.10</b>	<b>1,772.13</b>	<b>6,721.44</b>	<b>312.01</b>	<b>1,235,945.21</b>	<b>122,707.28</b>

**Note:**

\* The Group has elected to continue with carrying value of all its property, plant and equipment recognized as on 01.10.2015 measured as per the previous GAAP.

(i) Adjustment during the year ended March 31, 2018 include:

(a) Reversal of Decommissioning Cost of Rs. 1705.55 Lakhs

(b) Assets written off- Gross Block Rs. 4,046.44 Lakhs and Accumulated Depreciation- Rs.802.12 Lakhs

(ii) During the year, the Holding Company has recognised an impairment loss against property, plant & equipment including capital work in progress aggregating to Rs. 6,65,743.28 Lakhs. Pursuant to the admission to corporate insolvency resolution process in 2017, the liquidation value of the assets was assessed to be substantially lower than carrying values. Further, the Holding Company's inability to procure raw materials at favorable or commercially feasible credit terms resulted in rise in input costs as well as decline in orders from its customers. The overall deterioration in the business conditions led to a significant decline in the market capitalisation of the Holding Company as well. With these indicators, the Holding Company carried out an impairment assessment of its property, plant & equipment. For the purpose of impairment assessment, based upon cash generating units (CGUs) comprising of following plants, the recoverable amount has been determined as 'fair value less costs to sell' (also refer note 3.43).

Cash Generating Unit	Carrying Values	Fair Values less cost to sell
Chennai Plant	66,311.64	7,575.54
Dharuhera Plant 1	119,494.94	25,482.74
Dharuhera Plant 2	52,682.23	16,749.92
Dharuhera Plant 3	41,583.01	14,395.50
Dharuhera Plant 4	21,083.03	22,237.85
Dharuhera Plant 5	114,394.41	20,662.53
Gurgaon Plant	85,697.97	27,484.48
Hosur Plant	13,014.70	10,139.41
Mandideep Plant	60,623.88	14,668.16
Nalagarh Plant	39,454.70	3,280.85
Ranjangaon Plant	105,970.02	20,559.23
Sanaswadi Plant 1	112,596.57	30,408.18
Sanaswadi Plant 2	31,012.71	8,113.13
Others	25,361.76	1,780.75
<b>Total</b>	<b>889,281.57</b>	<b>223,538.27</b>

For determining recoverable amount as fair value less costs to sell, such fair values have been determined using a level 3 fair value measurement technique as follows:

-Property, plant & equipment : Fair values have been determined using cost approach, that reflects the amount that would be required currently to replace the service capacity of an asset, adjusted for obsolescence ('current replacement cost').

(iii) As detailed in Note no 3.59, Metalyst Forgings Limited ceased to be subsidiary of the Group with effect from 15.12.2017.



**Note No.3.2 Intangible Assets**

*(Rupees in Lakhs)*

Particulars	Software	Others	Total	Goodwill
<b>Gross Block</b>				
<b>As at 31.03.2017</b>	923.12	20.50	<b>943.62</b>	16,086.89
Additions	-	51.29	<b>51.29</b>	-
Disposals	(0.34)	-	<b>(0.34)</b>	-
Adjustments	-	(1.00)	<b>(1.00)</b>	-
Exchange Differences	50.05	-	<b>50.05</b>	(1,405.43)
<b>As at 31.03.2018</b>	<b>972.83</b>	<b>70.79</b>	<b>1,043.62</b>	<b>14,681.46</b>
<b>Depreciation</b>				
<b>As at 31.03.2017</b>	209.26	7.65	<b>216.91</b>	-
Additions	164.52	15.41	<b>179.93</b>	-
Deduction	-	-	-	-
Adjustments	-	(0.08)	<b>(0.08)</b>	-
Exchange Differences	19.63	-	<b>19.63</b>	-
<b>As at 31.03.2018</b>	<b>393.41</b>	<b>22.98</b>	<b>416.39</b>	-
<b>Net Block</b>				
<b>As at 31.03.2018</b>	<b>579.42</b>	<b>47.81</b>	<b>627.23</b>	<b>14,681.46</b>
<b>As at 31.03.2017</b>	<b>713.86</b>	<b>12.85</b>	<b>726.71</b>	<b>16,086.89</b>

**Note:**

- The goodwill has been tested for impairment by the management of Holding Company and accordingly no impairment charges were identified for FY 2017-18 (Nil for FY 2016-17)
- Goodwill and Capital Reserve have been reported as separate line items in the consolidated financial statements for the year ended 31st March, 2018 and corresponding figures for the previous year have been re-grouped to conform to the current year presentation. Pursuant to this, "other equity" as on 31st March, 2017 has increased by Rs.16,086.89 Lakhs with corresponding increase in Goodwill.

**NON-CURRENT ASSETS**

**Note No: 3.3 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(i) Investment in Equity Instruments of Joint Ventures and Associates- Unquoted</b>		
<b>Investment in Joint Ventures- Unquoted</b>		
<b>Domestic Companies</b>		
1,66,19,658 (1,66,19,658) Equity shares of Amtek Powertrain Ltd. ) of Rs.10/- each Representing 50% (50%) of Equity Shares capital of joint venture	2,286.93	3,114.92
Less : Impairment	(187.37)	-
Nil (25,09,500) Equity shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.10/- each Representing 50% (50%) of Equity Shares capital of joint venture (Refer Note 3.18)	-	1,230.28
70,00,000 (70,00,000) Equity Shares of Amtek Riken Casting Private Limited of RS. 10/- each	707.12	708.64
<b>Overseas Companies</b>		
Nil (49%) share in capital of Hefei Dongling Asahi Metals Industries Co. Limited.	-	1,979.40
<b>Investment in Associates - Quoted</b>		
Nil (11,56,82,272) Equity Shares of Castex Technologies Ltd. of Rs. 2/- each Representing Nil (30.59%) of Equity Shares capital of Associate (refer note 3.57)	-	81,328.40
<b>Investment in Associates - Unquoted</b>		
Nil (86,15,554) Equity shares of ARGL Limited of Rs. 10/- each Representing Nil (42.07%) of Equity Shares capital of Associate (refer note 3.57)	-	5,766.88
65,65,816 (65,65,816) Equity shares of ACIL Limited of Rs. 10/- each Representing 43.99% (43.99%) of Equity Shares capital of Associate (refer note 3.60)	-	5,445.52
Less: Impairment	-	-
56,34,554 (56,34,554) Equity Shares of Blaze Spare Parts (P) Ltd. of Rs.10/- each Less: Impairment	5,616.66 (5,616.66)	5,679.19 -
56,34,554 (56,34,554) Equity Shares of Gagandeep Steel & Alloys (P) Ltd. of Rs.10/- each Less: Impairment	5,628.88 (5,628.88)	5,679.51 -
56,34,554 (56,34,554) Equity Shares of Aaron Steel & Alloys (P) Ltd. of Rs.10/- each Less: Impairment	5,629.26 (5,629.26)	5,679.51 -
55,44,554 (55,44,554) Equity Shares of Neelmani Engine Components (P) Ltd. of Rs. 10/-each Less: Impairment	5,537.94 (5,537.94)	5,589.51 -
54,80,562 (54,80,562) Equity Shares of Domain Steel & Alloys (P) Ltd. of Rs. 10/- each Less: Impairment	5,474.84 (5,474.84)	5,522.52 -
<b>Total</b>	<b>2,806.68</b>	<b>127,724.28</b>

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Aggregate Value of Quoted Investments		
-In Associates	-	81,328.40
Aggregate Value of Unquoted Investments		
-In Associates	-	44,614.23
-In Joint Ventures	2,806.68	7,033.24
Aggregate Market Value Of Quoted Investments	-	14,192.30
Aggregate amount of Impairment in value of Investments	28,074.95	-

**Note No: 3.4 INVESTMENTS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(I) Investment in Equity Instruments of Overseas Subsidiaries- Unquoted</b>		
2,20,00,000 (Nil) Equity Shares of Amtek Investments (UK) Ltd. of UK £ 1 each Representing 100% (Nil) of Equity Shares capital of Subsidiary (Refer Note 3.61)	16,569.23	-
Less : Impairment	(16,569.23)	-
25,000 (Nil) Equity Shares of Amtek Duetschland GmbH of Euro 1 each Representing 100% (Nil) of Equity Shares capital of Subsidiary (Refer Note 3.61)	1,883.30	-
Less : Impairment	(1,883.30)	-
Amtek Germany Holding GmbH & Co. KG Representing 100% (Nil) of Equity Shares capital of Subsidiary (Refer Note 3.61)	0.80	-
Less : Impairment	(0.80)	-
25,000 (Nil) Equity Shares of Amtek Germany Holding GP GmbH of Euro 1 each Representing 100% (Nil) of Equity Shares capital of Subsidiary (Refer Note 3.61)	20.01	-
Less : Impairment	(20.01)	-
100 (Nil) Equity Share of Amtek Precision Engineering Pte. Ltd. of SGD 1 each Representing 100% (Nil) of Equity Shares capital of Subsidiary (Refer Note 3.61)	0.04	-
Less : Impairment	(0.04)	-
10 (Nil) Equity Share of Amtek Engineering Solutions Pte. Ltd. of SGD 1 each Representing 100% (Nil) of Equity Shares capital of Subsidiary (Refer Note 3.61)	-	-
Less : Impairment	-	-
<b>(II) Investment in Preference Instruments of Subsidiaries, Associates and Joint Ventures at cost</b>		
<b>Investment in Associates- Unquoted</b>		
0.1% Nil (9,83,562) Preference shares of ARGL Limited of Rs. 10/- each. (refer note 3.57)	-	2,468.99
0.1% 6,95,812 (6,95,812) Preference shares of ACIL Limited of Rs. 10/- each (refer note 3.60)	2,782.60	2,782.60
Less: Impairment	(2,782.60)	-
2,17,50,000 (2,17,50,000) Preference shares of Amtek Railcar Industries Pvt Ltd of Rs. 10/- each	2,175.00	2,127.71
<b>Investment in Joint Ventures - Unquoted</b>		
0.01% Nil (0.01% 26,95,000 ) Preference shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.100/- each (Refer Note 3.18)	-	2,695.00
Representing Nil (50%) of Preference Shares capital of joint venture		

**(iii) Other Investments in Equity Instruments at Fair Value through Profit or Loss:**

**A.1. Domestic Companies**

**A.1.1 Equity Instruments**

2,49,04,492 (Nil) Equity Shares of Metalyst Forgings Limited of Rs. 10/- each (refer note 3.59)-	-	-
11,56,82,272 (Nil) Equity Shares of Castex Technologies Ltd. of Rs. 2/- each (refer note 3.57)	-	-
86,15,554 (Nil) Equity shares of ARGL Limited of Rs. 10/- each (refer note 3.57)	-	-
1,88,500 (1,88,500) Equity shares of Garima Buildprop Pvt Ltd of Rs.10/- each	-	188.50
2,47,070 (2,47,070) Equity shares of Brassco Estates Pvt Ltd of Rs.10/- each	-	24.71
48,56,431 (48,56,431) Equity Shares Asta Motorcycles & Scooter India Ltd. of Rs. 10/-each	-	4,191.12
1,00,000 (1,00,000) shares of Rs.10/- each of Grapco Mining & Co.Ltd. At cost	-	13.00
1,03,100 (1,03,100) shares of Rs.10/- each of Global Infrastructure Technologies Ltd. at Cost.	-	54.86
3,500 (3,500) shares of Rs. 2/- each of Sanghvi Movers Ltd at cost	-	0.60
5,000 (5,000) shares of Rs.10/- each of Good Value Marketing Ltd. At cost	-	2.00
50,000 (50,000) shares of Rs.10/- each of Photon Biotech Ltd at cost	-	12.00
10,000 (10,000) shares of Rs. 10/- each of SICOM Ltd at cost	-	8.00
1,000 (1,000) shares of Rs. 10 /- each of COSMOS bank. at cost	-	1.00
10,000 (10,000) Shares of Nicco Jubille Park Limited	-	-
10,000 (10,000) Shares of Jaimex International Private Limited	-	-
600 (600) equity shares of Rs.1,000 each of Adityapur Auto cluster	6.00	6.00

**A.1.2 Preference Instruments**

0.1% 13,42,280 (Nil) Preference Shares of Metalyst Forgings Limited of Rs. 10/- each (refer note 3.59)	-	-
0.1% 9,83,562 (Nil) Preference shares of ARGL Limited of Rs. 10/- each. (refer note 3.57)	-	-
4,50,000 (4,50,000) Preference Shares of Jyoti Structures Ltd. of Rs.100/- each	-	450.00
1,20,54,600 (1,20,54,600) Preference shares of B.S. Ispat Limited of Rs. 10/- each	-	1,205.46
1,14,59,787(1,14,59,787) Preference Shares of Rs.10/- each of Amtek Defence Technologies pvt Ltd	-	1,145.98

**A.2. Overseas Companies**

157 (Nil) Equity Share of Amtek Global Technologies Pte. Ltd. of SGD 1 each (refer note 3.58)	64,707.59	-
115 (115) Equity Share of AWTL Technologies Pte. Ltd. of SGD 1 each	-	0.06

**A.3. Others**

National Savings Certificate	0.15	0.15
	<b>66,888.74</b>	<b>17,377.74</b>

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Aggregate Value of Quoted Investments		
Aggregate Value of Unquoted Investments		
-In Subsidiaries	-	-
-In Associates	2,175.00	7,379.30
-In Joint Ventures	-	2,695.00
- In others	64,713.74	7,303.44
Aggregate Market Value Of Quoted Investments	10,172.73	-
Aggregate amount of Impairment in value of Investments	21,255.98	-

**Notes:**

- Investments shown in item iv above at fair value through Profit or Loss ("FVTPL") reflect investment in quoted and unquoted equity securities.
- Costs of unquoted equity instruments valued at FVTPL has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

**Note No: 3.5 NON-CURRENT LOANS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Loans at amortised cost</b>		
(a) Security Deposits (unsecured, considered good)	1,057.32	1,693.14
<b>Total</b>	<b>1,057.32</b>	<b>1,693.14</b>

Note : There are no outstanding debts from directors or other officers of the Group.

**Note No: 3.6 OTHER FINANCIAL ASSETS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Non-Current</b>		
<b>Financial Assets carried at Amortised Cost</b>		
<b>Promoter Contribution:</b>		
Unsecured, considered good	-	-
Unsecured, considered doubtful	13,700.02	-
Less:- Provision for Impairment	(13,700.02)	-
<b>Total</b>	<b>-</b>	<b>-</b>
Finance Lease Receivable (unsecured, considered good)	365.62	270.65
<b>Total</b>	<b>365.62</b>	<b>270.65</b>



**Note No: 3.7 Deferred Tax Asset/ Assets (Net)**

**(Rupees in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Deferred Tax Liabilities</b>		
On account of depreciation of Property, Plant and Equipment	(1,549.61)	(66,621.82)
<b>Deferred Tax Assets</b>		
On account of carry forward losses/unabsorbed depreciation	402.60	116,273.85
On account of amount deductible on payment basis	-	48.82
others, if any	10,529.50	5,258.29
	<b>9,382.49</b>	<b>54,959.14</b>
 MAT Credit Entitlement	 11.70	 21,412.87
	<b>9,394.19</b>	<b>76,372.01</b>
 Deferred Tax Assets	 10,577.38	 78,065.36
Deferred Tax Liabilities	1,183.19	1,693.35
<b>Deferred Tax liability/assets (Net)</b>	<b>9,394.19</b>	<b>76,372.01</b>

Note: The Holding Company has de-recognised deferred tax and MAT Credit of Rs. 38,854.61 Lakhs and Rs.14,108.16 Lakhs respectively since the probability of sufficient taxable profits for the future period against which such tax credits would be utilized, is not available with the Holding Company.

**Note No: 3.8 OTHER NON-CURRENT ASSETS**

**(Rupees in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Long term Loans &amp; Advances</b>		
<b>Unsecured, considered good:</b>		
(a) Capital Advances	1,440.87	7,389.17
(b) Loans/Advances to Related parties		
Promoter Contribution	-	13,652.24
Receivable against sale of Investment	-	-
Other Loans and Advances	-	16,373.77
(c) Loans/ Advances to others	-	39,507.67
(d) Prepaid Expenses	21.12	12.74
(e) Balance with excise, sales tax and other government authorities	477.91	317.56
(f) Pre-operative/Preliminary Expenses	58.54	59.95
<b>Total</b>	<b>1,998.44</b>	<b>77,313.10</b>

**CURRENT ASSETS**

**Note No: 3.9 INVENTORIES (AS CERTIFIED BY THE MANAGEMENT)**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Inventories</b>		
Raw Materials*	9,916.69	51,643.32
Work in Progress	22,148.68	65,842.22
Finished Goods	6,523.72	6,660.29
Stock-in-Trade#	3,536.46	-
Stores, Spares & Dies	5,339.91	17,501.77
Scrap	2,264.10	359.22
<b>Total</b>	<b>49,729.56</b>	<b>142,006.82</b>

\* Includes Goods in Transit Rs.54.39 Lakhs (Previous Year Rs. 182.19 Lakhs)

# Includes Goods in Transit Rs.3,480.79 Lakhs (Previous Year Rs. Nil)

**Notes:**

(i) Refer Point No. 2.7 of Significant Accounting Policies for Mode of valuation of inventories.

(ii) During the year under review, the Group has scrapped inventory valued at Rs. 1,23,697.25 Lakhs (Previous Year Rs. 37,440.57 Lakhs) and inventory of Moulds, Dies and Spares value of Rs. 12,127.76 Lakhs, (Previous Year Rs. Nil) were scrapped on account of obsolescence. (iii) Inventory is hypothecated as security against working capital loan.

**CURRENT FINANCIAL ASSETS**

**Note No: 3.10 INVESTMENTS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Investment measured at Fair Value through Profit or Loss</b>		
Canara Robeco Capital protection Oriented Fund 1,99,990 units (Previous year 7,06,137 Units)	24.18	219.25
SBI Dual Advance fund Series 3 Nil Units (Previous year 5,00,000 Units)	-	61.03
<b>Total</b>	<b>24.18</b>	<b>280.28</b>

**Note No: 3.11 TRADE RECEIVABLES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Trade Receivables considered good-Unsecured	73,817.63	109,334.45
Trade Receivables - credit impaired	520.16	13.92
	<b>74,337.79</b>	<b>109,348.37</b>
Less: Allowance for expected credit loss	520.16	13.92
<b>Total</b>	<b>73,817.63</b>	<b>109,334.45</b>

**Notes:**

(i) Trade receivables are non-interest bearing and are generally on credit terms not exceeding twelve months.

- (ii) The Group recognises lifetime expected credit losses on trade receivables using a simplified approach by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in provision matrix.
- (iii) Movement in allowance for credit expected credit loss of receivables is as follows:-

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Balance at the beginning of the year	13.92	-
Charge in statement of profit & loss	520.16	13.92
Release to statement of profit & loss	13.92	-
<b>Balance at the end of the year</b>	<b>520.16</b>	<b>13.92</b>

**Note No: 3.12 CASH AND CASH EQUIVALENTS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash on Hand	23.21	145.25
<b>Balance with Banks</b>		
-Current Accounts	20,422.18	20,541.24
-Fixed Deposits with original maturity of less than 3 months	239.17	2,544.30
<b>Total</b>	<b>20,684.56</b>	<b>23,230.79</b>

**Note No: 3.13 OTHER BANK BALANCES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantee)</b>		
-Fixed Deposits with original maturity of more than 3 months but less than 12 months	1,079.95	793.89
<b>-Earmarked Balances</b>		
Balance in Unpaid Dividend Account	20.88	55.89
EEFC Account	0.08	5.94
<b>Total</b>	<b>1,100.91</b>	<b>855.72</b>

**Note No: 3.14 LOANS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Loans at Amortised Cost</b>		
<b>Unsecured, considered good (unless otherwise stated)</b>		
<b>(a) Loans/Advances</b>		
Loans/Advances receivables considered good-Unsecured	-	-
Loans/Advances receivables - credit impaired	98,622.86	-
Less: Allowance for Bad and Doubtful Loans/ Advances	(98,622.86)	-
<b>Total</b>	<b>-</b>	<b>-</b>

**(b) Others**

Staff Advances	199.76	370.81
Interest Accrued on Deposits	41.96	118.89
Security Deposits	466.60	640.69
Finance Lease Receivable	838.46	839.58
Advances recoverable in cash or in kind	344.10	299.07
<b>Total</b>	<b>1,890.88</b>	<b>2,269.04</b>

**Note No: 3.15 OTHER CURRENT FINANCIAL ASSETS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Current</b>		
<b>Financial Assets carried at Amortised Cost</b>		
<b>-To Others:</b>		
<b>Receivable against sale of Investment:</b>		
Unsecured, considered good	-	-
Unsecured, considered doubtful	34,347.75	-
Less:- Provision for Impairment	(34,347.75)	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note No: 3.16 CURRENT TAX ASSETS (NET)**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advance Tax /TDS (net of tax provisions)	1,264.72	1,386.81
<b>Total</b>	<b>1,264.72</b>	<b>1,386.81</b>

**Note No: 3.17 OTHER CURRENT ASSETS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(i) Advances other than Capital Advances</b>		
<b>Advances to Suppliers:</b>		
<b>Unsecured, considered good (unless otherwise stated)</b>		
To others	14,199.38	6,841.68
To others - credit impaired	5,307.56	-
Less: Provision for Doubtful Recoverables	(5,307.56)	-
	<b>14,199.38</b>	<b>6,841.68</b>
Prepaid Expenses	400.86	2,228.99
Balance with revenue Authorities	8,144.20	6,791.67
Other Current Assets	209.28	5,254.28
<b>(ii) Others</b>		
Inventories not moved for over 1 year	-	52,662.16
<b>Total</b>	<b>22,953.72</b>	<b>73,778.78</b>

**Note: (i)** Balances with statutory authorities primarily relate to input credit entitlements and amounts paid under protest in respect of demands and claims from regulatory authorities.

**Note No: 3.18 ASSET CLASSIFIED AS HELD FOR SALE**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Assets held for Sale</b>		
25,09,500 (Nil) Equity shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.10/- each Representing 50% (Nil) of Equity Shares capital of joint venture (Refer sub-note (i) below)	1,744.05	-
0.01% 26,95,000 (Nil ) Preference shares of SMI Amtek Crankshaft Pvt. Ltd. of Rs.100/- each (Refer sub-note (i) below)	2,695.00	-
Representing 50% (Nil) of Preference Shares capital of joint venture		
Property, plant and equipment	4,718.33	281,675.36
Capital Work In Progress	-	3,575.35
Intangible Assets	5,012.78	14,096.85
Non- Current Assets	155.33	29,174.02
Current assets	3,685.48	264,316.58
	<b>18,010.97</b>	<b>592,838.16</b>
<b>Liabilities held for sale</b>		
Non Current Liabilities	-	276,701.27
Current Liabilities	34,024.94	280,449.94
<b>Total</b>	<b>34,024.94</b>	<b>557,151.21</b>

**Note:**

- (i) On 22.06.2017, the Holding Company has signed and executed memorandum of Understanding (MOU) with Nippon Steel and Sumitomo Metal Corporation("NSSMC") to sell all equity shares and preference shares held by Holding Company in its joint venture Company, SMI Amtek Crankshaft Private Limited to NSSMC. At 31st March, 2018 investment in SMI Amtek Crankshaft Private Limited has been classified as held for sale. Subsequent to year end, the Holding Company has entered into Business Transfer Agreement dated 16.04.2018 and transfer is expected to be completed within 12 months.
- (ii) In the consolidated financial statements for the year ended 31st March, 2017, the Holding Company classified assets and liabilities of two of its subsidiaries, 'JMT Auto Limited' and 'Amtek Integrated Solutions Pte. Ltd.' as "held for sale" [though disclosed under "non-current investments" in Holding Company's Standalone Ind AS Financial Statements]. During the current year, before the initialisation of the CIRP against the Holding Company on July 24, 2017, it had decided not to go ahead with the disposal of these investments and accordingly the Holding Company has reclassified these entities from held for sale to its subsidiaries and accordingly has done "line by line consolidation" in its consolidated financial statements for the year ended 31st March, 2018. Previous year figures have also been recast in accordance with relevant requirements of Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations".
- (iii) Refer note 3.70(b).

**(iv) Changes in carrying amount of assets classified as held for sale**

Particulars	Property Plant & Equipment	CWIP	Intangible Assets	Non-Current Assets	Current Assets	Investment in Associate	Total
As at 1st April 2016	-	-	-	-	-	-	-
Classified as Held For Sale during the year	359,432.34	6,843.29	13,036.73	46,577.67	364,205.45	-	790,095.48
Reclassified from Assets Held for sale	(77,756.98)	(3,267.94)	1,060.12	(17,403.65)	(99,888.87)	-	(197,257.32)
<b>As at 31st March 2017</b>	<b>281,675.36</b>	<b>3,575.35</b>	<b>14,096.85</b>	<b>29,174.02</b>	<b>264,316.58</b>	<b>-</b>	<b>592,838.16</b>

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Classified as Held For Sale during the year	-	-	-	-	-	4,439.05	4,439.05
Change in carrying value of group of liabilities classified as held for sale (refer subnote (vi) below)	(36,897.26)	-	136.68	17.95	(34,625.12)	-	(71,367.75)
Derecognition of interest in subsidiaries (Refer Note No. 3.62)	(240,059.78)	(3,575.35)	(9,220.75)	(29,036.63)	(226,005.98)	-	(507,898.49)
<b>As at 31st March 2018</b>	<b>4,718.32</b>	<b>-</b>	<b>5,012.78</b>	<b>155.34</b>	<b>3,685.48</b>	<b>4,439.05</b>	<b>18,010.97</b>

<b>(v) Changes in carrying amount of Liabilities classified as Held for Sale</b>				<b>(Rupees in Lakhs)</b>
<b>Particulars</b>	<b>Non-Current</b>	<b>Current Liabilities</b>	<b>Total</b>	
As at 1st April 2016	-	-	-	
Classified as Held For Sale during the year	402,204.05	319,759.36	721,963.41	
Reclassified from Assets Held for sale	(125,502.78)	(39,309.42)	(164,812.20)	
<b>As at 31st March 2017</b>	<b>276,701.27</b>	<b>280,449.94</b>	<b>557,151.21</b>	
Classified as Held For Sale during the year	-	-	-	
Change in carrying value of group of liabilities classified as held for sale (refer subnote (vi) below)	-	(78,181.32)	(78,181.32)	
Derecognition of interest in subsidiaries (Refer Note No. 3.59)	(276,701.27)	(168,243.68)	(444,944.95)	
<b>As at 31st March 2018</b>	<b>-</b>	<b>34,024.94</b>	<b>34,024.94</b>	

(vi) The Holding Company's subsidiary, JMT Auto Limited, holds investment in its step-down subsidiary, Amtek Machining Systems Pte Limited. JMT Auto Limited has classified assets and liabilities of the aforesaid step-down subsidiary as "held for sale" as on 31st March, 2017 and as on 31st March, 2018. The change in carrying value of assets and liabilities of the aforesaid step-down subsidiary has continued to be accounted for in the carrying value of assets and liabilities "held for sale" in consolidated financial statements.

**Note No: 3.19 EQUITY SHARE CAPITAL**

**AUTHORISED SHARE CAPITAL**

**(Rupees in Lakhs)**

<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
40,00,00,000 (Previous Year 40,00,00,000) Equity Shares, Rs.2/- each	8,000.00	8,000.00
35,00,00,000 (Previous Year 35,00,00,000) Preference Shares, Rs. 100/- each	3,500.00	3,500.00
<b>Total</b>	<b>11,500.00</b>	<b>11,500.00</b>

**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL**

**(Rupees in Lakhs)**

<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
24,82,55,428 (Previous Year 24,82,55,428) Equity Shares, fully paid-up of Rs. 2/- each	4,965.11	4,965.11
<b>Total</b>	<b>4,965.11</b>	<b>4,965.11</b>

**Note No: 3.19.1** The reconciliation of the number of shares outstanding and the amount of share capital as at 31.03.2018, 31.03.2017 is set out below:

**EQUITY SHARES**

*(Rupees in Lakhs)*

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning of the year	248,255,428	4,965.11	224,755,428	4,495.11
Add: Shares Issued during the year	–	–	23,500,000	470.00
<b>Number of Shares at the end of the year</b>	<b>248,255,428</b>	<b>4,965.11</b>	<b>248,255,428</b>	<b>4,965.11</b>

**Note No: 3.19.2 Rights, preferences and restrictions attached to Shares**

Equity Shares : The Holding Company has issued only one class of shares referred to as equity shares having a par value of Rs 2/- per share.

Each holder of equity shares is entitled to one vote per share. The rights of the shareholders have been suspended from July 24, 2017, as per the provisions of Insolvency & Bankruptcy Code, 2016 when corporate insolvency resolution proceedings ('CIRP') were initiated against the Holding Company. The Holding Company declares and pays dividend in Indian rupees. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note : 3.19.3 Details of Shareholders Holding more than 5% Share Capital**

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	% of Holding	Number of Shares	% of Holding
<b>Equity Shares</b>				
Turjo Arts Pvt. Ltd.	15,868,390	6.39%	15,868,390	6.39%
Amtek Laboratories Ltd	28,240,895	11.38%	28,240,895	11.38%
Shivani Horticulture Pvt Ltd	15,279,576	6.15%	15,279,576	6.15%
Aisa International Pvt. Ltd.	24,410,000	9.83%	24,410,000	9.83%

Subsequent to the year end, a resolution plan was approved by NCLT and there will be a change in the shareholding pattern of the Holding Company.

**Note No : 3.19.4 Details of bonus shares issued during the last five years (In Numbers)**

Nature	31.03.2017	31.03.2016	30.09.2015	30.09.2014	30.09.2013
<b>Equity Shares</b>	Nil	Nil	Nil	Nil	Nil

**Note No : 3.19.5 Details of shares bought back, during the last five years.**

Nature	31.03.2017	31.03.2016	30.09.2015	30.09.2014	30.09.2013
<b>Equity Shares</b>	Nil	Nil	Nil	Nil	1,923,999

**Note No: 3.20 OTHER EQUITY**

**(Rupees in Lakhs)**

<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
<b>Capital Reserve</b>		
Opening Balance	15,799.21	15,801.55
Add: Addition/(deduction) during the year	-	(2.34)
Less: Disposal of Interest in Joint Venture by Subsidiary	(145.57)	-
Less: Transfer to Capital reserve (in pursuance of consolidation) (refer sub-note (i) below)	(19.98)	-
<b>Closing Balance (A)</b>	<b>15,633.66</b>	<b>15,799.21</b>
<b>Securities Premium</b>		
Opening Balance	300,100.72	288,820.72
Add: Addition/(deduction) during the year	-	11,280.00
Less: Transfer to Capital reserve (in pursuance of consolidation) (refer sub-note (i) below)	(303.69)	-
<b>Closing Balance (B)</b>	<b>299,797.03</b>	<b>300,100.72</b>
<b>Debenture Redemption Reserve</b>		
Opening Balance	59,486.00	59,486.00
Less: Derecognition of Interest in Subsidiaries (Refer Note - 3.62)	(14,020.00)	-
<b>Closing Balance (C )</b>	<b>45,466.00</b>	<b>59,486.00</b>
<b>Capital Reserve in pursuance of consolidation</b>		
Opening Balance	67,406.65	68,398.96
Add: Addition/(deduction) during the year	-	(992.31)
Less: Transfer from other Reserves (refer sub-note (i) below)	1,064.38	-
Less: Derecognition of Interest in Subsidiaries (Refer Note - 3.62)	(51,194.25)	-
<b>Closing Balance (D)</b>	<b>17,276.78</b>	<b>67,406.65</b>
<b>Revaluation Reserve</b>		
Opening Balance	33,633.40	33,633.40
Less: Derecognition of Interest in Subsidiaries (Refer Note - 3.62)	(33,633.40)	-
<b>Closing Balance (E)</b>	<b>-</b>	<b>33,633.40</b>
<b>Investment Allowance Reserve</b>		
Opening Balance	54.69	54.69
Change during the year	-	-
<b>Closing Balance (F)</b>	<b>54.69</b>	<b>54.69</b>
<b>Capital Subsidy Reserve</b>		
Opening Balance	25.50	25.50
Change during the year	-	-
<b>Closing Balance (G)</b>	<b>25.50</b>	<b>25.50</b>



<b>General Reserve</b>		
Opening Balance	183,050.01	183,050.01
Less: Transfer to Capital reserve (in pursuance of consolidation) (refer sub-note (i) below)	(740.71)	-
Less: Derecognition of Interest in Subsidiaries (Refer Note -3.62)	(42,738.76)	-
<b>Closing Balance (H)</b>	<b>139,570.54</b>	<b>183,050.01</b>
<b>Retained Earnings</b>		
Opening Balance	(406,729.26)	(120,469.96)
Add: Profit/(Loss) for the year	(990,424.47)	(286,448.50)
Add: Sale of shares to non controlling interest	1,374.94	-
Add: Other changes as per financials of subsidiary	47.25	-
Add: Transfer from Other Comprehensive Income on disposal of Associates	113.36	-
Add: Transfer from Other Comprehensive Income on disposal of Subsidiaries	(26,946.30)	-
Add: Transfer from Other Comprehensive Income	18,401.57	189.20
<b>Closing Balance (I)</b>	<b>(1,404,162.91)</b>	<b>(406,729.26)</b>
<b>Other Comprehensive Income</b>		
(i) Investments through OCI	-	181.87
(ii) Debt Instruments through OCI	-	(4,988.58)
(iii) Other items of Other Comprehensive Income	(265.95)	(2,980.53)
(iv) Foreign Currency Translation Reserve	337.17	12,820.61
<b>Closing Balance (J)</b>	<b>71.22</b>	<b>5,033.37</b>
<b>Closing Balance as on 31.03.2018 (A+B+C+D+E+F+G+H+I+J)</b>	<b>(886,267.49)</b>	<b>257,860.29</b>

**Note:**

- (i) Pre-acquisition reserves related to investments in two subsidiaries, JMT Auto Limited and Amtek Integrated Solutions Pte Ltd, were not adjusted in accordance with consolidation principles of Ind AS in earlier years. In accordance with the consolidation principles of Ind AS, these balances, which are not material, have been transferred from "Capital reserve", "Security Premium" and "General reserve" to "Capital reserve in pursuance of consolidation" and therefore, no prior period adjustment, as per requirements of Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors", has been done by the Holding Company.

**Note No: 3.21 NON-CONTROLLING INTEREST**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Opening Balance	23,660.34	34,455.90
Add: Profit/ (Loss) for the year	(30,490.69)	(16,938.08)
Add: Other Comprehensive Income	(1,000.23)	(1,398.89)
Add: Sale of shares to non-controlling Interest	1,534.90	-
Less: Disposal of Interest in Subsidiaries, Associates and Joint Ventures	7,767.85	7,541.41
<b>Closing Balance</b>	<b>1,472.17</b>	<b>23,660.34</b>

**NON-CURRENT FINANCIAL LIABILITIES**

**Note No: 3.22 LONG TERM BORROWINGS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Secured Loans</b>		
<b>(I) Redeemable Non-Convertible Debentures</b>		
(i) 10.00% Non-Convertible Debentures	20,000.00	20,000.00
(ii) 10.25% Non-Convertible Debentures	68,452.50	68,452.50
(iii) 10.50% Non-Convertible Debentures	53,170.00	53,170.00
(iv) 11.25% Non-Convertible Debentures	20,000.00	20,000.00
(v) 11.50% Non-Convertible Debentures	8,000.00	8,000.00
<b>(II) Term Loans</b>		
<b>From Banks</b>		
- In Indian Currency	271,905.04	521,606.38
- In Foreign Currency	261,508.67	264,661.60
<b>From Others</b>		
- In Indian Currency	114,618.65	81,859.73
<b>Sub-Total (A)</b>	<b>817,654.86</b>	<b>1,037,750.21</b>
<b>Unsecured Loans</b>		
<b>From Banks</b>		
- In Indian Currency	77,168.08	72,334.33
- In Foreign Currency	17,333.33	17,290.29
<b>From Others</b>		
- In Indian Currency	29,795.56	24,803.48
<b>Sub-Total (B)</b>	<b>124,296.97</b>	<b>114,428.10</b>
<b>Total (A+B)</b>	<b>941,951.83</b>	<b>1,152,178.31</b>
Less: Current maturities of long term borrowings classified under 'other financial Liabilities'	886,368.40	1,089,200.84
Liability Component of Preference Share Capital	-	-
Finance Lease obligation	2,058.24	819.54
<b>Total</b>	<b>57,641.67</b>	<b>63,797.01</b>

**Note:**

**(i) Particulars of Securities:-**

- Debentures are secured by way of first Pari passu charge on Holding Company's present and future movable and immovable assets except current Assets and Working Capital.
- Term Debts, of Holding Company, from Financial Institutions/Banks are secured by way of mortgage of Holding Company's all Immovable Properties ranking pari passu inter-se and hypothecation of whole of the Holding Company's Movable Properties including Plant & Machinery, Machinery spares, tools and accessories, present and future, and personal guarantee of one of the directors of the Holding Company.

- The Holding Company defaulted in repayment of loans and borrowings to the banks and financial institutions during the year and the Holding Company has also defaulted in repayment of dues to debenture-holders during the year. Pursuant to the continuing defaults of the Holding Company, a corporate insolvency resolution process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 was initiated against the Holding Company vide an order of the Principal Bench of the National Company Law Tribunal ("NCLT") dated 24 July, 2017. Owing to the initiation of CIRP, the borrowings are considered currently payable and therefore, classified under other financial Liabilities as 'current

maturities of long term borrowings'. In the absence of a resolution to CIRP upto year end, the original repayment schedule is not applicable.

- (iii) In previous year, Metalyst Forgings Limited has defaulted in payment of interest/repayment of installments and all term loans had become repayable on demand. Therefore, had been taken to the head "Other Current Financial Liabilities"
- (iv) All long term loans of the Holding Company's subsidiary, JMT Auto Limited (JMT), are secured by pari passu charge over entire fixed assets of JMT both present and future and pari passu charge on entire current assets of JMT.

**Note No: 3.23 OTHER NON-CURRENT FINANCIAL LIABILITIES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Other Payables	63.30	63.30
<b>Total</b>	<b>63.30</b>	<b>63.30</b>

**Note No: 3.24 LONG TERM PROVISIONS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(i) Provision for Employee Benefits (refer note 3.47)</b>		
Gratuity	976.94	1,738.68
Leave Encashment	657.54	961.50
Pension obligations	14,195.67	14,034.87
Other employee benefits	499.15	503.49
<b>(ii) Others</b>		
Provision for Dismantling of PPE*	68.57	2,833.63
Others	4,228.20	4,196.90
<b>Total</b>	<b>20,626.07</b>	<b>24,269.07</b>

\* As at the close of year ended March 31, 2018, the Holding Company has reassessed provision for dismantling of Property, Plant & Equipments to Nil in terms of requirements of lease agreements requiring dismantling and therefore has reversed the entire provision for dismantling of Rs. 2,137.64 Lakhs created in earlier year(s).

**Note No: 3.25 OTHER NON-CURRENT LIABILITIES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Promoter's Contribution (Refer sub-note (i) below)	-	49,277.79
Sales Tax Deferment Obligations	-	533.12
Security deposits	40.35	36.27
Others	7.42	7.04
<b>Total</b>	<b>47.77</b>	<b>49,854.22</b>

Note: (i) Promoter's contribution has been classified under Current Financial Liabilities pursuant to CIRP initiated against the Holding Company (refer Note 3.28)

**Note No: 3.26 SHORT TERM BORROWINGS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Loans Repayable on Demand</b>		
<b>SECURED LOANS</b>		
<b>Borrowing for Working Capital</b>		
- From Banks	210,672.67	313,017.61
<b>UNSECURED LOANS</b>		
- From Non-Banking Financial Institutions	6,000.00	-
<b>Total</b>	<b>216,672.67</b>	<b>313,017.61</b>

**Note:**

- In Holding Company, working Capital facilities are secured by hypothecation of raw material, semi-finished goods/stock-in-process, consumable stores and book debt of the Company.
- In previous year, working Capital facilities of Holding Company's subsidiary, Metalyst Forgings Ltd. (MFL), are secured by hypothecation of raw material, semi-finished goods/stock-in-process, consumable stores and book debt of MFL.
- In previous year, accounts in respective banks of Holding Company's Subsidiary, Metalyst Forgings Ltd. (MFL), has been declared as Non performing Assets and the MFL has gone into Corporate Insolvency Resolution Process ("CIRP") vide order of the National Company Law Tribunal, Mumbai bench ("NCLT") dated 15th December, 2017 under the provisions of the Insolvency & bankruptcy Code 2016 ("Code").

**Note No: 3.27 TRADE PAYABLES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>A) Total outstanding dues of micro and small enterprises</b>		
(a) The principle amount relating to micro and small enterprises	576.58	947.54
(b) The Interest amount due but not paid	-	-
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises.	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(f) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure u/s 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(B) Total outstanding dues of creditor other than micro and small enterprises:	84,019.96	70,832.09
<b>Total</b>	<b>84,596.54</b>	<b>71,779.63</b>

**Note No: 3.28 OTHER FINANCIAL LIABILITIES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current maturities of Long Term Borrowings (refer sub-note (i) below)	886,368.40	1,089,200.84
Current maturities of finance lease obligations	756.67	551.21
Interest Accrued but not due on borrowings	1.52	8,433.80
Interest Accrued and due on borrowings	141,589.32	114,240.17
Current maturities of Sales Tax Deferment obligations	-	149.88
Unpaid Dividends	18.13	53.16
Retention Money/security deposits	288.74	120.36
Recourse factoring debtors	1,978.17	2,152.37
Payable to Employees	238.46	4,095.20
Payable to related parties	-	-
Other payables	329.05	4,249.13
Other accrued Liabilities	1,530.82	1,189.19
Promoter's Contribution (refer Note 3.25)	48,732.41	-
	<b>1,081,831.69</b>	<b>1,224,435.31</b>

Note : (i) since all term loans/ECB's/NCD's have become payable on demand in view of defaults in repayment of installments including interest and pursuant to CIRP initiated against the Holding Company and Subsidiary company entire term loan has been shown as current Liabilities. (refer Note 3.22)

**Note No: 3.29 OTHER CURRENT LIABILITIES**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Statutory Dues	3,759.51	3,457.10
Payable for Capital Goods	1,690.75	5,452.20
Advance from customers	1,178.28	4,299.31
Other Liabilities	3,038.63	13,989.85
<b>Total</b>	<b>9,667.17</b>	<b>27,198.46</b>

**Note:**

(i) Statutory dues primarily relate to payables in respect of GST, excise duty, service tax, VAT, Professional Tax, Welfare Fund, Provident Fund, Employee State Insurance, Tax Deducted at Source and Tax collected at Source.

**Note No: 3.30 SHORT TERM PROVISIONS**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision for Employee Benefits (refer Note 3.47)		
-Gratuity	138.48	213.93
-Leave Encashment	48.40	95.44
Provision for other employee benefits	3,610.93	1,580.35
Provision for warranty	240.14	141.47
Provision for customer claims and credit notes	48.06	32.57
Provision for others	158.79	31.31
<b>Total</b>	<b>4,244.80</b>	<b>2,095.07</b>

**Note No: 3.31 CURRENT TAX LIABILITIES (NET)**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision for tax	1,034.85	2,051.23
<b>Total</b>	<b>1,034.85</b>	<b>2,051.23</b>

**Note No: 3.32 REVENUE FROM OPERATIONS**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Sales of Products</b>		
-Domestic	139,149.25	187,278.14
-Export/Merchant Export	300,415.76	250,152.56
-Deemed Export	560.27	674.03
<b>Other Sales and Services</b>		
-Scrap	11,082.23	2,614.28
-Job Work	2,614.56	2,040.90
-Other Sales	7,542.91	7,355.87
Other Operating Revenues	3,751.72	4,086.76
<b>Total</b>	<b>465,116.70</b>	<b>454,202.54</b>

**Note:** (i) Sales include component bought & sold, direct export and indirect export.

(ii) Export sale excludes the stock in transit and stock in warehouse of Rs.3,705.20 Lakhs (Previous Year Rs. Nil)

**Note No: 3.33 OTHER INCOME**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest	174.38	90.28
Gain on Sale of Property, Plant and Equipment (Net)	-	2,122.57
Gain on Exchange Fluctuation	7,240.25	183.84
Old liabilities written back	752.94	345.00
Miscellaneous Income	269.04	1,421.74
Rent	905.17	611.05
<b>Total</b>	<b>9,341.78</b>	<b>4,774.48</b>

**Note No: 3.34 COST OF MATERIALS CONSUMED**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening Stock of Raw Material	37,330.86	65,940.14
Adjustment on account of acquisition of subsidiary (refer note 3.48(ii))	14,122.95	-
<b>Add : Purchase of Raw Material</b>	<b>180,507.61</b>	<b>159,514.37</b>
	<b>231,961.42</b>	<b>225,454.51</b>

Less : Closing Stock of Raw Material	9,862.29	37,330.86
Less : Closing Stock of Raw Material of subsidiary de-consolidated	444.00	-
	<b>221,655.13</b>	<b>188,123.65</b>
Less : Diminution in value of Inventory	12,080.68	-
Less : Translation adjustment	(294.68)	16.76
<b>Total</b>	<b>209,869.13</b>	<b>188,106.89</b>

**Note:-** Raw material mainly include steel bars/billets, forgings, alloys castings, aluminium casting, child parts.

**Note No: 3.35 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Opening Stock as on 01-04-2017</b>		
- Work in Progress	89,438.94	99,274.10
- Finished Goods	6,638.89	13,412.72
- Scrap	353.35	114.99
- Slow Moving	0.42	0.27
- Adjustment on account of acquisition of subsidiary (refer note 3.48(i))	21,522.43	-
<b>Total Opening stock</b>	<b>117,954.03</b>	<b>112,802.08</b>
<b>Less : Closing Stock as on 31.03.2018</b>		
- Work in Progress	22,148.68	89,438.94
- Finished Goods	6,523.72	6,638.89
- Stock-in-Trade	3,536.46	-
- Scrap	2,264.10	153.35
- Slow Moving	0.01	0.42
- Closing Stock of subsidiary de-consolidated	4,824.87	-
<b>Total Closing stock</b>	<b>39,297.84</b>	<b>96,231.60</b>
<b>Change in Inventories</b>	<b>78,656.19</b>	<b>16,570.48</b>
Less :Diminution in value of Inventory	113,019.08	37,440.57
Less: Translation adjustment	(934.70)	80.50
<b>Net change in Inventories</b>	<b>(33,428.19)</b>	<b>(20,950.59)</b>

Note: (i) Closing Stock-in-Trade includes stock lying in warehouse of Rs.3,480.79 Lakhs (Previous Year Rs. Nil)

**Note No: 3.36 Employee Benefits Expenses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries & Wages	56,197.71	48,133.94
Contribution to Provident and other Funds	1,755.49	1,225.90
Staff Welfare Expenses	6,640.84	6,377.07
<b>Total</b>	<b>64,594.04</b>	<b>55,736.91</b>

**Note No: 3.37 Finance Costs**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest on Borrowings	93,000.91	132,126.18
Interest on Provision for Dismantling on PPE	38.18	161.19
Interest on Redeemable Preference Shares	52.77	-
Lease Rental/HP Charge/ Bill Discounting	49.89	17.33
Other borrowing cost	3,352.89	4,300.53
<b>Total</b>	<b>96,494.64</b>	<b>136,605.23</b>

**Note No: 3.38 Depreciation and Amortisation Expenses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Depreciation and Amortisation	101,817.62	70,830.93
<b>Total</b>	<b>101,817.62</b>	<b>70,830.93</b>

**Note No: 3.39 Impairment Losses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Provision for Impairment of Loans & Other Non-Current Financial Assets	146,682.38	-
<b>Total</b>	<b>146,682.38</b>	<b>-</b>

**Note No: 3.40 Other Expenses**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A) Manufacturing Expenses</b>		
Consumption of Stores & Spare Parts	27,452.10	22,665.73
Power & Fuel	42,769.00	33,961.64
Testing Fees & Inspection Charges	647.87	242.69
Freight Inwards	1,174.19	1,454.18
Provision for obsolete inventory	14.39	200.63
Repairs to Plant & Machinery	6,924.31	6,531.71
Job Work & Rejection & Sub-contracting	34,873.26	29,647.45
Other Manufacturing Expenses	1,349.35	334.75
<b>Total Manufacturing Expenses</b>	<b>115,204.47</b>	<b>95,038.78</b>
<b>B) Administrative &amp; Selling Expenses</b>		
Advertisement & Publicity	10.17	2.80
Auditor's Remuneration (refer sub note (i) below)	44.80	33.47
Balance written off	26.17	34.00
Bank Charges	532.74	808.26
Book & Periodicals	0.88	2.87



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Customer Relation Expenses	70.50	418.80
Charity & Donation	27.29	40.15
Director's sitting fees	6.50	22.00
Exchange Fluctuation	-	312.85
Fair value loss on Financial Instruments through FVTPL	-	696.10
Insurance Charges	902.83	511.98
ISO/QS Expenses	23.97	217.01
Legal & Professional	5,497.06	2,896.12
Loss on sale of fixed assets	39.65	198.53
Office and Factory Expenses	2,463.46	4,729.25
Printing & Stationery	301.30	256.69
Provision for bad & doubtful debts	520.16	13.92
Rate, Fee & Taxes	1,650.41	1,900.06
Rent	1,535.77	1,571.93
Recruitment & Training	3.66	6.70
<b>Repairs &amp; Maintenance</b>		
Repairs & Maintenance of Others	3,539.12	3,471.84
Running & Maintenance of Vehicle	291.11	239.63
Subscription & Membership Fees	19.05	48.97
Postage & Telephone Expenses	226.86	300.58
Travelling & Conveyance	1,611.16	2,326.54
Watch & Ward	375.69	289.33
Other Selling Expenses	11,128.56	8,581.88
<b>Total Administrative &amp; Selling Expenses</b>	<b>30,848.87</b>	<b>29,932.26</b>
<b>Total (A + B)</b>	<b>146,053.34</b>	<b>124,971.04</b>

Note (i) Includes Rs.20.80 Lakhs( previous year Rs.12.67 Lakhs) paid to auditors of subsidiary companies.

**Note No: 3.41 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

*(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Bank Guarantees Issued by bank on Group's behalf	209.49	528.14
Corporate Guarantees Issued by Group	141,350.00	141,350.00
Indemnity Bonds Issued to Lenders on behalf of Other Group	66,070.00	66,070.00
Capital cenvat availed in EOU Units	444.00	444.00
Discharge of SHIS License	-	7.00
Disputed Sales tax/Vat/entry Tax/Excise Duty/Service Tax/Income Tax & Others (Including Interest and penalty)	4,118.40	3,536.59
Any amount that the Group may be liable to pay on finalisation of legal cases pending against the Group including the recall notices issued by various Banks/FII's	Amount not ascertainable	Amount not ascertainable
Contingent Liabilities in respect of Associates	2,203.36	13,198.65
Contingent Liabilities in respect of Joint Ventures	-	-
<b>Total</b>	<b>214,395.25</b>	<b>225,134.38</b>

**Note No: 3.42 CAPITAL COMMITMENTS**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net)	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net) in respect of Associates	-	55.25
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net) in respect of Joint Ventures	272.50	50.50
<b>Total</b>	<b>272.50</b>	<b>105.75</b>

**Note No.: 3.43 EXCEPTIONAL ITEMS**

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Diminution in value of Inventories	135,825.01	37,440.57
Provision for impairment on Property, plant and equipment and other assets	724,924.89	-
Property, plant and equipment and other assets written off	14,795.58	-
Loss / (Gain) on loss of Interest in Associates	(3,896.72)	-
Loss / (Gain) on loss of control in Subsidiaries (Refer Note 3.62)	(176,597.88)	-
Loss on sale of pledged shares	-	3,650.84
Loss on disposal of interest in joint venture/subsidiaries	1,780.98	-
Restructuring expenses	1,574.08	-
Other Exceptional Items	1,031.38	30,902.89
<b>Fair value through Profit or Loss :</b>		
-Investment in Equity and Preference Shares	(57,996.69)	-
<b>Total</b>	<b>641,440.63</b>	<b>71,994.30</b>

**Note:**

(i) Provision for Impairment on Property, plant and equipment and other assets includes:-		
Provision for Impairment of Other Current Assets	5,307.56	-
Provision for Impairment of Investment	5,251.56	-
Provision for Impairment of Investments accounted for using the Equity Method	44,666.31	-
Provision for doubtful debts and advances	2,265.60	-
Provision for & loss on disposal of obsolete inventories	1,690.58	-
Provision for Impairment of Capital work in progress	111,347.81	-
Provision for Impairment of Property, Plant and Equipment	554,395.47	-
<b>Total</b>	<b>724,924.89</b>	<b>-</b>
(ii) Property, plant and equipment and other assets written off includes:-		
Bad Debts	9,775.20	-
Balances Write off	1,184.31	-
Duty & Taxes written off	452.30	-
Investment written off	571.54	-
Property, Plant and Equipment written off	3,244.32	-
Provision for Dismantling written back	(432.09)	-
<b>Total</b>	<b>14,795.58</b>	<b>-</b>

(iii) Other Exceptional Items includes :		
Additional Depreciation	-	30,902.89
Cost of Poor Quality	619.44	-
Security perfection expenses	411.94	-
<b>Total</b>	<b>1,031.38</b>	<b>30,902.89</b>

**Note No: 3.44 PROFIT / (LOSS) FROM DISCONTINUED OPERATIONS** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Revenue	18,356.74	882,645.81
Less: Expenses	8,129.12	943,556.18
<b>Profit/ (loss) before share of profit /(loss) from investment in associates and joint ventures</b>	<b>10,227.62</b>	<b>(60,910.37)</b>
Add: Share of profit /(loss) of associates and joint ventures	(3,548.56)	(1,307.76)
<b>Profit /(Loss ) for the year before tax</b>	<b>6,679.06</b>	<b>(62,218.13)</b>
Less: Tax Expenses	(127.29)	(7,042.42)
<b>Profit /(Loss ) for the year after tax</b>	<b>6,806.35</b>	<b>(55,175.71)</b>

**Note No.: 3.45 OTHER COMPREHENSIVE INCOME** *(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A Items that will not be reclassified subsequently to Profit or Loss</b>		
i) Fair valuation of Investments	-	142.89
ii) Re-classification of actuarial gain/(losses), arising in respect of Defined Employee Benefit Obligations- Gratuity	142.27	(60.06)
iii) Income Tax Effect	0.17	(19.23)
iv) Re-classification of actuarial gain/(losses), arising in respect of Defined Employee Benefit Obligations- Leave Encashment	74.60	24.09
v) Income Tax Effect	-	7.30
vi) Re-classification of actuarial gain/(losses), arising in respect of Defined Employee Benefit Obligations-Pension	693.42	(436.53)
vii) Income Tax Effect	209.06	(102.74)
viii) Share of Associate/Joint Ventures in Other Comprehensive Income	48.93	(7.71)
ix) Other Comprehensive Income/(loss) arising from Discontinued Operation (refer note 3.44)	0.19	(2,029.48)
<b>B Items that will be reclassified subsequently to Profit or Loss</b>		
i) Change in fair value of FVTOCI Instruments	-	18,570.90
ii) Income Tax Effect	-	5,738.41
iii) Exchange differences on translation of foreign operations	853.83	(4,969.71)
iv) Exchange differences on translation of foreign operations reclassified to profit and loss on derecognition of interest in subsidiaries	(13,171.68)	-
v) Exchange differences on translation of foreign operations reclassified to profit and loss on derecognition of interest in associate	(3,937.36)	-
vi) Income Tax Effect	-	(1,888.22)
vii) Share of Associate/Joint Ventures in Other Comprehensive Income	-	17,559.47
viii) Other Comprehensive Income/(loss) arising from Discontinued Operations (refer note 3.44)	608.46	(18,589.97)
	<b>(14,896.57)</b>	<b>6,468.37</b>

**Note No : 3.46 EARNINGS PER EQUITY SHARE**

*(Rupees in Lakhs)*

<b>Calculation of EPS (Basic and Diluted)</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
<b>Basic</b>		
Opening number of Shares	248,255,428.00	224,755,428.00
Share issued during the year	-	23,500,000.00
Shares bought back during the year	-	-
Closing number of shares	248,255,428.00	248,255,428.00
<b>Weighted Average No of Shares</b>	248,255,428.00	224,819,812.00
<b>Face value of Shares</b>	2.00	2.00
Profit/(Loss) after tax for the year from continuing operations (Rs. In Lakhs)	(997,338.54)	(249,663.21)
EPS for continuing operations (Rs. Per Share)	(401.74)	(111.05)
Profit/(Loss) after tax for the year from discontinued operations (Rs. In Lakhs)	6,914.04	(36,785.29)
EPS for discontinued operations (Rs. Per Share)	2.79	(16.36)
Profit/(Loss) after tax for the year from continuing & discontinued operations (Rs. In Lakhs)	(990,424.47)	(286,448.50)
EPS for continuing & discontinued operations (Rs. Per Share)	(398.95)	(127.41)
<b>Diluted</b>		
Number of shares considered as basic weighted average shares outstanding	248,255,428.00	224,819,812.00
Add: Weighted Average of Dilutive Equity	-	-
<b>Number of shares considered as diluted for calculating of Earning per share Weighted Average</b>	248,255,428.00	224,819,812.00
<b>Face value of Shares</b>	2.00	2.00
Profit/(Loss) after Tax for the year (Rs. In Lakhs)	(997,338.54)	(249,663.21)
Add: Effective Cost of Dilutive Equity	-	-
Profit/(Loss) after tax for the year from continuing operations (Rs. In Lakhs)	(997,338.54)	(249,663.21)
Diluted EPS for continuing operations (Rs. Per Share)	(401.74)	(111.05)
Profit/(Loss) after tax for the year from discontinued operations (Rs. In Lakhs)	6,914.04	(36,785.29)
Diluted EPS for discontinued operations (Rs. Per Share)	2.79	(16.36)
Profit/(Loss) after tax for the year from continuing & discontinued operations (Rs. In Lakhs)	(990,424.47)	(286,448.50)
Diluted EPS for continuing & discontinued operations (Rs. Per Share)	(398.95)	(127.41)

**Note No. 3.47 EMPLOYEE BENEFITS**

**(i) Indian Entities**

**A. Defined Contribution Plans**

The Group makes contributions, determined as specified percentage of Employee's salary towards Provident Fund, Labour Welfare Fund and Employee State Insurance Scheme which are collectively defined as defined contribution plans. The Group has no obligation other than to make the specified contributions. The Contributions are charged to the Statement of Profit and loss as they occurred.

**B. Defined Benefit Plans**

The following data are based on the report of the actuary.

The principal assumptions used in the actuarial valuations of Gratuity and Leave Encashment are as below:-

<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>
Discount rate	7.70 - 7.85	7.37 - 7.50
Future Salary Escalation Rate	10.00	10.00
Average Remaining working life (Years)	20.84	21.69
Retirement Age	58.00	58.00

#### GRATUITY

The Employees Gratuity Fund scheme is unfunded except Holding Company's Mandideep Plant and subsidiary, JMT Auto Limited, which is managed with Life Insurance Corporation of India (LIC). The Present value of Obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each year of service as giving rise to additional units of Employee Benefit Entitlement and measures each unit separately to build up the final obligation.

#### i. Change in Net Defined Benefit obligations:

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Net Defined Benefit liability as at the beginning of the year	2,345.54	1,466.30
Acquisition Adjustment	9.09	621.71
Service Cost	230.57	199.37
Net Interest Cost (Income)	128.50	116.64
Past service cost including curtailment Gains/ Losses	30.21	-
Actuarial ( Gain) /Loss on obligation	(134.44)	59.41
Benefits Paid from plan assets	(11.16)	(16.64)
Benefits Paid directly by the enterprise	(176.58)	(101.26)
De-recognition of Assets and Liabilities of Subsidiaries (refer Note 3.59)	(682.36)	-
<b>Present Value of Obligations as at the end of the year</b>	<b>1,739.37</b>	<b>2,345.53</b>

#### ii. The Amount Recognised in the Income Statement.

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Service Cost	260.78	199.37
Net Interest Cost	88.57	96.54
Expected Return on plan assets	-	-
Net Actuarial (Gain)/ Loss recognized in the year	3.57	0.05
<b>Expenses recognised in the Income Statement</b>	<b>352.92</b>	<b>295.96</b>

#### iii. Other Comprehensive Income (OCI)

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Net cumulative unrecognized actuarial gain/(loss) opening	(4.13)	(31.31)
Actuarial gain / (loss) for the year on PBO	142.14	(28.05)
Actuarial gain /(loss) for the year on Asset	4.26	(0.70)
Net Actuarial (Gain)/ Loss recognized in the year	-	-
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>142.27</b>	<b>(60.06)</b>

#### iv. Change in Plan Assets

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Fair value of Plan Assets at the beginning of the year	392.92	241.92
Acquisition Adjustment	-	112.96
Difference in Opening Plan Asset	215.33	-
Interest Income	23.78	-
Actual return on Plan Assets	20.41	20.10
Actuarial gain/(loss)	-	(0.70)
Employer Contribution	113.88	35.28

Benefits paid	(29.39)	(16.64)
De-recognition of Assets and Liabilities of Subsidiaries (refer Note 3.59)	(112.96)	-
<b>Fair value of Plan Assets at the end of the year</b>	<b>623.97</b>	<b>392.92</b>

**v. Balance Sheet and related analyses** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present Value of Obligation at the end of the year	1,739.38	2,345.54
Fair Value of Plan Assets	(623.97)	(392.92)
Unfunded Liability/Provision in Balance Sheet	-	-
Unrecognised Actuarial (Gain) / Losses	-	-
Surplus/(Deficit)	-	508.75
<b>Unfunded Liability Recognised in the Balance Sheet</b>	<b>(1,115.41)</b>	<b>(1,952.62)</b>

**vi. Bifurcation of PBO at the end of year in current and non current.** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current Liability (Amount due within one year)	138.48	213.93
Non Current Liability (Amount due over one year)	976.93	1,738.69
<b>Total PBO at the end of year</b>	<b>1,115.41</b>	<b>1,952.62</b>

**LEAVE ENCASHMENT (UNFUNDED)**

The Employees Leave Encashment scheme is unfunded and entitles employees to encash accumulated balance on retirement/ termination of Employment. The Present value of Obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional units of Employee Benefit Entitlement and measures each unit separately to build up the final obligation.

**i. Table Showing Change in Benefit obligations:** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present value of obligation as at the beginning of the year	1,056.95	834.77
Acquisition Adjustment	8.01	206.88
Current Service Cost	78.77	103.17
Interest Cost	63.42	66.41
Actuarial ( Gain) /Loss on obligation	(96.18)	(25.13)
Benefits Paid	(198.16)	(129.15)
De-recognition of Assets and Liabilities of Subsidiaries (refer Note 3.59)	(206.87)	-
<b>Present Value of Obligations as at the end of the year</b>	<b>705.94</b>	<b>1,056.95</b>

**ii. The Amount Recognised in the Income Statement.** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Service Cost	78.77	103.17
Net Interest Cost	63.42	66.41
Expected Return on plan assets	-	-
Net Actuarial (Gain)/ Loss recognized in the year	2.15	(1.04)
<b>Expenses (Income) recognised in the Income Statement</b>	<b>142.19</b>	<b>169.58</b>

**iii. Other Comprehensive Income (OCI)** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Net cumulative unrecognized actuarial gain/(loss) opening	(23.73)	(33.18)
Actuarial (gain) / loss for the year on PBO	(74.60)	(30.80)
Actuarial (gain) / loss for the year on Asset	-	-
Net Actuarial (Gain)/ Loss recognized in the year	-	-
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>(98.33)</b>	<b>(63.98)</b>

**iv. Balance Sheet and related analyses** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present Value of Obligation at the end of the year	705.95	1,056.95
Fair Value of Plan Assets	-	-
Unfunded Liability/Provision in Balance Sheet	-	-
Unrecognised Actuarial (Gain) / Losses	-	-
<b>Unfunded Liability Recognised in the Balance Sheet</b>	<b>(705.95)</b>	<b>(1,056.95)</b>

**v. Bifurcation of PBO at the end of year in current and non current.** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current Liability (Amount due within one year)	48.40	95.44
Non Current Liability (Amount due over one year)	657.54	961.50
<b>Total PBO at the end of year</b>	<b>705.94</b>	<b>1,056.94</b>

**(II) Foreign Entities**

**Defined Benefit Pension Plan**

The foreign subsidiary operates defined benefit pension plan covering employees of Amtek Integrated Solutions Pte Limited (Group). The details in respect of defined benefit pension plan are as under:

**i. Change in Net Defined Benefit obligations:** *(Rupees in Lakhs)*

Particulars	As at 31st March, 2018	As at 31st March, 2017
Net Defined Benefit liability as at the beginning of the year	24,068.26	25,518.26
Service Cost	2,272.20	1,593.89
Net Interest Cost (Income)	86.52	82.35
Actuarial ( Gain) /Loss on obligation	(692.12)	(74.91)
Benefits Paid directly by the enterprise	(2,499.17)	(2,773.02)
Foreign Currency Translation	1,263.50	(278.31)
<b>Present Value of Obligations as at the end of the year</b>	<b>24,499.19</b>	<b>24,068.26</b>

ii. The Amount Recognised in the Income Statement. (Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Service Cost	2,272.20	1,593.89
Net Interest Cost	86.52	82.35
Expected Return on plan assets	-	-
Net Actuarial (Gain)/ Loss recognized in the year	(693.42)	436.53
<b>Expenses recognised in the Income Statement</b>	<b>1,665.30</b>	<b>2,112.77</b>

iii. Other Comprehensive Income (OCI) (Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	692.12	74.91
Actuarial gain /(loss) for the year on Asset	1.30	(511.44)
Net Actuarial (Gain)/ Loss recognized in the year	-	-
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>693.42</b>	<b>(436.53)</b>

iv. Change in Plan Assets (Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Fair value of Plan Assets at the beginning of the year	10,033.39	10,971.70
Expected return	214.49	248.42
Actuarial gain (loss)	1.30	(511.44)
Pension premium	345.63	545.53
Benefits paid	(822.33)	(1,123.07)
Foreign Currency Translation	531.06	(97.74)
<b>Fair value of Plan Assets at the end of the year</b>	<b>10,303.54</b>	<b>10,033.40</b>

v. Balance Sheet and related analyses (Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present Value of Obligation at the end of the year	24,499.21	24,068.26
Fair Value of Plan Assets	(10,303.54)	(10,033.39)
Unfunded Liability/Provision in Balance Sheet	-	-
Unrecognised Actuarial (Gain) / Losses	-	-
Surplus/(Deficit)	-	-
<b>Unfunded Liability Recognised in the Balance Sheet</b>	<b>(14,195.67)</b>	<b>(14,034.87)</b>

vi. Bifurcation of PBO at the end of year in current and non current. (Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current Liability (Amount due within one year)	-	-
Non Current Liability (Amount due over one year)	14,195.67	14,034.87
<b>Total PBO at the end of year</b>	<b>14,195.67</b>	<b>14,034.87</b>



**Note No. 3.48 Segment Information**

Group is engaged in the manufacturing and sale of Auto Components for the transportation industry and considering the Group's nature of the business and operations and information review by the Chief Operating Decision-maker (CODM) to allocate resources and assess performance, the Group has one reportable business segment as per the requirements of Ind AS-108 "Operating Segment" namely, components for transportation industry.

(i) Details of revenue from operations based on geographical location of customer is as below:

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
India	139,709.52	187,952.17
Japan	195,588.24	162,645.25
Thailand	55,471.65	52,362.38
Others	49,355.86	35,144.91
<b>Total</b>	<b>440,125.27</b>	<b>438,104.71</b>

(ii) Details of Non-Current Segment Assets based on geographical location of customer is as below:

*(Rupees in Lakhs)*

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
India	266,929.37	1,294,690.53
Japan	61,648.14	63,766.80
Thailand	16,812.82	8,310.46
Others	4,720.54	41,616.18
<b>Total</b>	<b>350,110.87</b>	<b>1,408,383.97</b>

**Note:**

- Non-current segment assets includes property, plant and equipment, intangible assets (excluding goodwill), capital work in progress and capital advances.
- The Group's exposure to customers is diversified and no single customer contributes more than 10% of the outstanding receivables as at March 31, 2018 and March 31, 2017.

**Note No. 3.49 Tax Expenses**

- a) Reconciliation of tax expense and the accounting profit/(loss) multiplied by India's domestic tax rate for March 31, 2018 and March 31, 2017

*(Rs. in Lakhs)*

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Profit / (Loss) before tax for the year	(1,001,985.77)	(307,302.80)
At India's statutory income tax rate of 34.608% (Previous Year 30.90%)	(346,767.24)	(94,956.57)
a) Income exempt from tax/items not deductible	563.14	7,541.02
<b>b) Deferred tax assets not recognised for the year Related to:</b>		
i) Property, Plant and Equipment	229,581.00	-
ii) Business Losses and unabsorbed depreciation for the year	(87.83)	-
iii) Expenses recognized during the year but allowed in subsequent years	49,800.76	-
iv) Amounts deductible on payment basis	16,811.76	-
v) Others	537.48	-
c) Derecognition of deferred tax asset on losses, unabsorbed depreciation and other assets pertaining to earlier years	38,854.61	-
d) Impact of Share of profit/(loss) of Associates /Joint Ventures	20,218.40	-
e) Earlier year taxes	774.24	-
h) Others	15,449.42	28,323.62
<b>At the effective income tax rate of -4.67% (Previous Year 27.61%)</b>	<b>25,735.74</b>	<b>(59,091.93)</b>
Income tax expense reported in the statement of profit and loss	25,735.74	(59,091.93)

- b) Movement of deferred tax liability from beginning to end of financial year is as follows:

*(Rs. in Lakhs)*

Particulars	As at 31st March, 2017	Provided during the year	As at March 31, 2018
<b>Deferred tax liability:</b>			
a) Related to Property Plant and Equipments	66,621.82	(65,072.21)	1,549.61
<b>Total deferred tax liability</b>	<b>66,621.82</b>	<b>(65,072.21)</b>	<b>1,549.61</b>
<b>Deferred tax assets:</b>			
a) Business Losses and unabsorbed depreciation for the year	116,273.85	(115,871.25)	402.60
b) Amounts deductible on payment basis	48.82	(48.82)	-
c) Others	5,258.29	5,271.21	10,529.50
<b>Total deferred tax Assets</b>	<b>121,580.96</b>	<b>(110,648.86)</b>	<b>10,932.10</b>
Mat Credit Entitlement	21,412.87	(21,401.17)	11.70
<b>Deferred tax Assets/(Liability) (Net)</b>	<b>76,372.01</b>	<b>(66,977.82)</b>	<b>9,394.19</b>

Recognised in Profit or Loss as 'tax expenses'	22,831.25
Recognised in Discontinued Operations	(127.29)
Recognised in Gain/Loss on de-consolidation	44,064.63
Recognised in Other Comprehensive Income	209.40
	<b>66,977.99</b>

- c) Deferred tax assets have not been recognised on following items where it is not probable that sufficient taxable income will be available in the future against which such deferred tax assets can be realized in the normal course of business of the Holding Company.

*(Rupees in Lakhs)*

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
i) Property, Plant and Equipment	71,523.39	-
ii) Business Losses and unabsorbed depreciation (For year of expiry please refer sub-note (e) below)	225,981.26	(23,553.02)
iii) Expenses recognized during the year but allowed in subsequent years	92,042.34	-
iv) Amounts deductible on payment basis	57,615.59	-
	<b>447,162.58</b>	<b>(23,553.02)</b>

- d) The Company has unused tax credit (MAT) of Rs.14,108.16 Lakhs (Previous year Rs. Nil) for which no asset has been recognised. For year of expiry please refer sub-note (e) below.

e) *(Rs. In Lakhs)*

Particulars	Year of Expiry	Amount
Business Loss	2022-23	21,938.49
Business Loss	2023-24	119,690.27
Business Loss	2024-25	118,097.79
Business Loss	2025-26	104,017.45
Unabsorbed Depreciation	No Expiry	289,086.99



**Note No.: 3.50 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/Associate/Joint Venture**  
**(Rupees In Lakhs)**

Name of the entity in the	Net Assets		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
<b>Holding</b>								
Amtek Auto Ltd	102.94%	(907,217.59)	122.68%	(1,215,068.13)	(1.56%)	216.32	120.96%	(1,214,851.81)
<b>Subsidiaries</b>								
<b>Indian</b>								
JMT Auto Ltd	(1.93%)	17,041.67	(0.01%)	79.30	0.00%	0.38	(0.01%)	79.68
Amtek Transportation System Ltd	0.58%	(5,090.98)	0.02%	(155.92)	0.00%	-	0.02%	(155.92)
Alliance Hydro Power Ltd	0.00%	3.28	0.00%	(0.82)	0.00%	-	0.00%	(0.82)
Metalyst Forgings Ltd	0.00%	-	6.39%	(63,285.73)	0.00%	-	6.30%	(63,285.73)
<b>Overseas</b>								
Amtek Integrated Solutions Pte Limited	0.09%	(829.87)	0.04%	(366.70)	0.00%	-	0.04%	(366.70)
Techno Metal Amtek U.K. Investments	(2.25%)	19,812.90	0.00%	-	0.00%	-	0.00%	-
Techno Metal Amtek Japan Investments Ltd.	(0.74%)	6,480.58	0.60%	(5,940.33)	0.00%	-	0.59%	(5,940.33)
Asahi Metal Co Limited	(3.33%)	29,340.61	(0.36%)	3,607.80	(0.92%)	127.15	(0.37%)	3,734.95
Hefei Asahi Trading Co. Limited.	(0.01%)	117.46	0.00%	17.23	(2.57%)	357.20	(0.04%)	374.43
Techno Metal Co. Limited	(4.48%)	39,440.67	(0.26%)	2,622.03	0.00%	-	(0.26%)	2,622.03
Techno-Metal Amtek Holding (Thailand) Ltd.	(0.05%)	408.00	(0.10%)	949.62	0.00%	-	(0.09%)	949.62
Techno-Metal (Thailand) Co. Ltd.	(3.07%)	27,044.87	(0.09%)	895.69	0.00%	-	(0.09%)	895.69
Amtek Machining Systems Pte Ltd.	2.08%	(18,344.46)	(1.05%)	10,354.91	23.32%	(3,240.28)	(0.71%)	7,114.63
<b>Non Controlling Interest in all subsidiaries</b>	0.17%	(1,472.18)	(3.08%)	30,490.69	(7.20%)	1,000.23	(3.14%)	31,490.92
<b>Joint Ventures</b>								
Amtek Powertrain Limited	(0.24%)	2,099.56	0.08%	(827.27)	0.01%	(0.72)	0.08%	(827.99)
SMI Amtek Crankshaft Pvt Ltd	(0.50%)	4,439.05	(0.05%)	513.58	0.00%	0.19	(0.05%)	513.77
Amtek Riken Casting Private Limited	(0.08%)	707.12	0.00%	(1.76)	0.00%	-	0.00%	(1.76)
<b>Associates</b>								
Amtek Railcar Industries Pvt Ltd	0.00%	-						
ARGL Ltd	0.00%	-	0.58%	(5,766.89)	0.00%	-	0.57%	(5,766.89)
ACIL Ltd	0.00%	-	0.55%	(5,445.52)	0.00%	-	0.54%	(5,445.52)
Castex Technologies Ltd	0.00%	-	5.09%	(50,443.49)	(28.05%)	3,898.39	4.63%	(46,545.11)
Blaze Spare Parts Pvt. Ltd.	0.00%	-	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Gagandeep Steel & Alloys Pvt. Ltd.	0.00%	-	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Aaron Steel & Alloys Pvt. Ltd.	0.00%	-	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Neelmani Engine Components Pvt. Ltd.	0.00%	-	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Domain Steel & Alloys Pvt. Ltd.	0.00%	-	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Consolidation adjustments	10.81%	(95,283.08)	(31.03%)	307,347.36	116.97%	(16,255.21)	(28.98%)	291,092.15
<b>Total</b>	<b>100.00%</b>	<b>(881,302.39)</b>	<b>100.00%</b>	<b>(990,424.50)</b>	<b>100.00%</b>	<b>(13,896.35)</b>	<b>100.00%</b>	<b>(1,004,320.85)</b>

**Note 3.51 : Interest in other entities****Disclosure in respect of Joint Ventures/Associates**

a) Set out below are the associates and joint ventures of the group as at 31 March 2018 which, in the opinion of the management, are material to the group.

Name of Entity	Place of Business	% of ownership interest		Relationship	Accounting Method	Quoted Fair Value		Carrying Amount	
		31.03.2018	31.03.2017			31.03.2018	31.03.2017	31.03.2018	31.03.2017
Metalyst Forgings Limited	India	Refer Note 3.59	Refer Note (i) below	Associate	3.1	Refer Note 3.59	Refer Note (i) below	Refer Note 3.59	Refer Note (i) below
Castex Technologies Limited ( upto 20.12.2017)	India	Refer Note 3.57	30.59%	Associate	Equity Method	Refer Note 3.57	9,266.15	Refer Note 3.57	81,328.40
ARGL Limited (upto 15.03.2018)	India	Refer Note 3.57	42.07%	Associate	Equity Method	Refer Note 3.57	-*	Refer Note 3.57	8,235.87
ACIL Limited	India	43.99%	43.99%	Associate	Equity Method	-*	-*	-	8,228.12
Amtek Powertrain Limited	India	50.00%	50.00%	Joint Venture	Equity Method	-*	-*	2,099.56	3,114.92
SMI Amtek Crankshaft (P) Ltd	India	50.00%	50.00%	Joint Venture	Equity Method	-*	-*	4,439.05	3,925.28

Note (i): The Holding Company held investment in Metalyst Forgings Limited (MFL) as associate till 31st March, 2017. On 31st March, 2017, the Holding Company has acquired further shares in MFL subsequent to which the Holding Company held investment in MFL as subsidiary.

\* Unlisted entity - no quoted price available.

**b) Summarised financial information for associates and joint ventures**

The tables below provide summarised financial information for those joint ventures and associates that are material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and joint ventures and not Holding Company's share of those amounts.

(Rupees in Lakhs)												
Particulars	Metalyst Forgings Limited (upto 31.03.2017)		Castex Technologies Limited (upto 20.12.2017)		ARGL Limited (upto 15.03.2018)		ACIL Limited		Amtek Powertrain Limited		SMI Amtek Crankshaft (P) Ltd	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017
(i) current assets				146,581.29		29,313.85	5,801.07	23,176.41	3,731.95	3,261.48	6,625.00	4,787.00
(ii) non-current assets				723,994.31		99,065.78	135,814.81	144,730.49	1,480.79	4,018.27	10,410.00	10,790.00
(iii) Assets held for sale	Refer Note (3.48 (a)(i))	Refer Note (3.48 (a)(i))	Refer Note (3.57)	80,373.68	Refer Note (3.57)	-	-	-	-	-	-	-
(iv) current liabilities				699,277.62		109,741.31	170,596.92	149,194.60	999.47	1,400.49	7,955.00	7,709.00
(v) non-current liabilities				15,958.24		1,991.47	1,863.01	2,065.47	14.14	24.16	70.00	66.00
(vi) Liabilities held for sale				5,215.94		-	-	-	-	-	-	-
<b>Closing Net Assets</b>				<b>230,497.48</b>		<b>16,646.85</b>	<b>(30,844.05)</b>	<b>16,646.83</b>	<b>4,199.13</b>	<b>5,855.10</b>	<b>9,010.00</b>	<b>7,802.00</b>
Group's share				70,509.18		7,003.33	(13,568.30)	7,322.94	2,099.56	2,927.55	4,505.00	3,901.00
Carrying Amount				81,328.40		8,235.87	-	8,228.12	2,099.56	3,114.92	4,439.05	3,925.28

**Summarised statement of profit and loss**

(Rupees in Lakhs)												
Particulars	Metalyst Forgings Limited (upto 31.03.2017)		Castex Technologies Limited (upto 20.12.2017)		ARGL Limited (upto 15.03.2018)		ACIL Limited		Amtek Powertrain Limited		SMI Amtek Crankshaft (P) Ltd	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017
(i) revenue.		110,845.38	43278.25	146,863.63	19478.79	31,926.38	14,538.70	28,480.30	5,953.50	5,388.88	20,208.00	16,313.59
(ii) profit or loss from continuing operations	Refer Note (3.59)	(64,502.50)	(98,981.96)	(103,849.32)	(32,596.28)	(30,496.24)	(47,417.26)	(38,585.05)	(1,654.55)	673.54	1,027.17	(938.44)
(iii) post-tax profit or loss from discontinued operations		-	(8,668.97)	(4,269.95)	-	-	-	-	-	-	-	-
(iv) other comprehensive income		(58.13)	8,319.51	(10,724.24)	(0.95)	23.99	(72.82)	22.14	(1.43)		0.37	
<b>total comprehensive income</b>		<b>(64,560.63)</b>	<b>(99,331.42)</b>	<b>(118,843.51)</b>	<b>(32,597.23)</b>	<b>(30,472.25)</b>	<b>(47,490.08)</b>	<b>(38,562.91)</b>	<b>(1,655.98)</b>	<b>673.54</b>	<b>1,027.54</b>	<b>(938.44)</b>
(a) dividends received from the joint venture or associate		Nil		Nil		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Group's Share in %		49.26%	46.86%	30.59%	42.07%	42.07%	43.99%	43.99%	50.00%	50.00%	50.00%	50.00%
Group's Share in Rs.		(31,802.57)	(46,545.10)	(36,354.23)	(5,766.88)*	(12,819.68)	(5,445.52)**	(16,963.82)	(827.99)	336.77	513.77	(469.22)

\* Refer Note 3.57

\*\* Refer Note 3.60



c) financial information about the entity's investments in associates that are not individually material:

(Rupees in Lakhs)

Particulars	Immaterial Associates	
	31.03.2018	31.03.2017
(a) profit or loss from continuing operations	(694.85)	(1,519.21)
(b) post-tax profit or loss from discontinued operations	-	-
(c) other comprehensive income	-	-
(d) total comprehensive income	(694.85)	(1,519.21)

d) Non-Controlling Interest

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

(Rupees in Lakhs)

Particulars	JMT Auto Limited		Alliance Hydro Limited		Metalyst Forgings Limited		Amtek Global Technologies Pte Limited	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017	15.12.2017	31.03.2017	31.03.2018	31.03.2017
<b>(i) Summarised Balance Sheet</b>								
(i) current assets	23,909.68	23,099.53	9.17	9.18		81,014.56		-
(ii) non-current assets	14,757.86	16,945.74	58.54	58.54		339,174.62		-
(iii) Assets held for Sale	16,380.37	87,466.99	-	-		-		546,755.79
(iv) current liabilities	15,529.21	16,990.61	1.37	.56		360,155.05		-
(v) non-current liabilities	6,089.54	6,084.06	63.30	63.30	Refer Note (3.59)	37,094.10	Refer Note (3.58)	-
(vi) Liabilities held for sale	34,024.94	112,206.32	-	-		-		459,308.06
(vi) Share Warrants of Amtek Auto Limited	-	-	-	-		2,400.00		-
(vii) Equity Component of preference Share Capital which pertains to Amtek Auto Limited	-	-	-	-		3,529.06		-
<b>Net Assets</b>	<b>(595.78)</b>	<b>(7,768.73)</b>	<b>3.04</b>	<b>3.86</b>		<b>17,010.97</b>		<b>87,447.73</b>
(a) dividends paid to non-controlling interests.	Nil	Nil	Nil	Nil		Nil		Nil
The proportion of ownership interests held by non-controlling interests	33.23%	33.23%	30.00%	20.00%		45.76%		21.50%
Accumulated Non-controlling Interest	(197.97)	(2,581.49)	0.91	0.77		7,783.51		18,801.26
<b>(ii) Summarised Statement of Profit or Loss</b>								
(i) revenue	34,775.60	31,769.87	-	-	27,357.50			
(ii) profit or loss from continuing operations	57.93	439.54	(0.82)	(0.12)	(63,285.72)			
(iii) post-tax profit or loss from discontinued operations	10,354.91	(39,861.98)	-	-	-			(17,963.02)
(iv) other comprehensive income	(3,239.90)	3,171.78	-	-	-			(11,374.57)
<b>Total Comprehensive Income.</b>	<b>7,172.94</b>	<b>(36,250.66)</b>	<b>(0.82)</b>	<b>(0.12)</b>	<b>(63,285.72)</b>	(3.48) (a)(i)	(3.58)	<b>(29,337.59)</b>
The proportion of ownership interests held by non-controlling interests	33.23%	33.23%	30.00%	20.00%	42.81%			21.50%
Total Comprehensive Income allocated to NCI	2,383.52	(12,045.84)	(0.25)	(0.02)	(27,092.62)			(6,307.58)
<b>(iii) Summarised Cash Flows</b>								
Cash flows from Operating Activities	3,786.60	(58,042.02)	(0.01)	(0.11)	5,368.28	70,881.27	-	52,062.85
Cash flows from Investing Activities	(617.26)	130,048.81	-	-	(6,248.62)	(69,034.46)	-	(28,646.48)
Cash flows from Financing Activities	(3,089.27)	(78,757.99)	-	-	(29.84)	(3,387.97)	-	(31,843.68)
Net Increase/ (decrease) in cash and cash Equivalents	80.07	(6,751.20)	(0.01)	(0.11)	(910.18)	(1,541.16)	-	(8,427.31)

**Note No.3.52 Leases**

The Group has taken certain land, buildings, plant and machinery under operating and/or finance leases.

**A Operating Leases:**

Significant leasing arrangements include lease of land for periods ranging between 9 to 90 years, renewable on mutual consent, under long term arrangements.

Future minimum lease payments under non-cancellable operating leases are as below:

(Rupees in Lakhs)

Minimum lease payments	As at March 31, 2018	As at March 31, 2017
Not later than one year	159.60	159.60
Later than one year but not later than five years	133.00	266.00
Later than five years	-	-
<b>Total minimum lease payments</b>	<b>292.60</b>	<b>425.60</b>

During the year ended March 31, 2018, total operating lease rental expense recognised in the statement of profit and loss was Rs. 166.67 Lakhs (Previous Year Rs. 92.21 Lakhs).

**B Finance leases:**

The minimum lease payments and minimum lease payments excluding future finance charges in respect of arrangements classified as finance leases is as below:

(Rupees in Lakhs)

	As at March 31, 2018		As at March 31, 2017	
	Minimum lease payments	Present value of Minimum lease payments	Minimum lease payments	Present value of Minimum lease payments
Not later than one year	774.03	756.67	562.89	551.21
Later than one year but not later than five years	2,099.99	2,056.71	829.23	812.81
Later than five years	1.56	1.54	6.75	6.73
<b>Total future minimum lease commitments</b>	<b>2,875.58</b>	<b>2,814.92</b>	<b>1,398.87</b>	<b>1,370.75</b>
Less: Future finance charges	60.67	-	28.13	-
Present value of minimum lease payments	2,814.91	2,814.92	1,370.74	1,370.75

**Note No. 3.53 Financial instruments and risk management**

3.53.1 Financial instruments by category

(Rupees in Lakhs)

	As at 31.03.2018			As at 31.03.2017		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
<b>Financial assets</b>						
Investments *						
- in equity instruments	64,713.74	-	-	4,501.99	-	-
- in preference shares	-	-	-	2,801.44	-	-
-in Others	24.18	-	-	-	280.28	-
Loans	-	-	2,948.20	-	-	3,962.18
Trade Receivable	-	-	73,817.64	-	-	109,334.46
Cash and bank balances	-	-	21,785.47	-	-	24,086.51
Finance Lease Receivable	-	-	365.62	-	-	270.65
<b>Total financial assets</b>	<b>64,737.92</b>	<b>-</b>	<b>98,916.93</b>	<b>7,303.43</b>	<b>280.28</b>	<b>137,653.80</b>

<b>Financial liabilities</b>	-	-	-	-	-	-
Borrowings	-	-	77,711.62	-	-	375,995.08
Finance Lease	-	-	2,058.25	-	-	819.54
Current maturities of long term debts/Finance Lease	-	-	1,081,669.55	-	-	1,089,752.05
Trade payables	-	-	84,596.54	-	-	71,779.62
Interest accrued	-	-	141,590.84	-	-	122,673.97
Unpaid dividend	-	-	18.13	-	-	53.16
Others	-	-	53,160.96	-	-	12,019.43
<b>Total financial liabilities</b>	-	-	<b>1,440,805.89</b>	-	-	<b>1,673,092.85</b>

\* Investment value excludes investment in joint ventures of Rs.2,806.88 Lakhs (Previous Year Rs. 9,728.24 Lakhs) and investment in associates of Rs.2,175.00 Lakhs (Previous Year Rs.1,28,070.34 Lakhs)

### 3.53.2 Fair value hierarchy

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

<i>(Rupees in Lakhs)</i>				
<b>As at 31.03.2018</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets</b>				
Financial instruments at FVTPL	24.18	-	64,713.74	<b>64,737.92</b>
<b>Total financial assets</b>	<b>24.18</b>	<b>-</b>	<b>64,713.74</b>	<b>64,737.92</b>

<i>(Rupees in Lakhs)</i>				
<b>As at 31.03.2017</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets</b>				
Financial instruments at FVTPL	-	-	7,303.43	<b>7,303.43</b>
Financial instruments at FVTOCI	280.28	-	-	<b>280.28</b>
<b>Total financial assets</b>	<b>280.28</b>	<b>-</b>	<b>7,303.43</b>	<b>7,583.71</b>

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table presents the changes in level 3 items for the year ended March 31, 2018 and March 31, 2017 :

<i>(Rupees in Lakhs)</i>	
<b>Particulars</b>	<b>Unquoted-Equity Shares</b>
<b>As at April 01, 2016</b>	-
Gain/(Loss) recognised in Profit and Loss	-
<b>As at March 31, 2017</b>	-
Gain/ (Loss) recognised in Profit and Loss	57,410.30
<b>As at March 31, 2018</b>	<b>57,410.30</b>



Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

*(Rupees in Lakhs)*

<b>As at March 31, 2018</b>	<b>Carrying value</b>	<b>Fair value</b>
Loans	2,948.20	2,948.20
Other financial assets	365.62	365.62
Borrowings	274,314.34	274,314.34
Trade Payable	84,596.54	84,596.54
Other financial liabilities	1,081,894.99	1,081,894.99

*(Rupees in Lakhs)*

<b>As at March 31, 2017</b>	<b>Carrying value</b>	<b>Fair value</b>
Loans	3,962.18	3,962.18
Other financial assets	270.65	270.65
Borrowings	376,814.62	376,814.62
Trade Payable	71,779.63	71,779.63
Other financial liabilities	1,224,498.61	1,224,498.61

### 3.53.3 Financial risk management

The Group's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Group, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the consolidated financial statements.

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Measurement</b>
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost	Aging analysis, Credit rating	Diversification of bank deposits, credit limits and letter of credit
Liquidity risk	Business commitment and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting, Sensitivity analysis	Forward foreign exchange contracts Foreign currency options
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Market risk - security prices	Investments in equity instruments	Sensitivity analysis	Portfolio diversification

The financial risk management of the Group is carried out under the policies approved by the Board of Directors. Within these policies, the Board provides written principles for overall risk management including policies covering specific areas, such as foreign exchange risk management, commodity risk management and investment of funds.

#### (A) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Group periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

Financial instruments that are subject to such risk, principally consist of investments, trade receivables and loans and advances.

Financial assets for which loss allowance is measured:

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Loans	146,682.38	-
Trade receivables	520.16	13.92
Other financial assets	13,700.02	-

Movement in Impairment of Assets is as follows:-

(Rupees in Lakhs)

	Investments accounted for using the Equity Method	Investments	Other Non- Current Financial Assets	Current Loans	Other Current Financial Assets	Other Current Assets	Total
Balance at the beginning of the year	-	-	-	-	-	-	-
Charge in statement of profit & loss	28,074.95	21,255.98	13,700.02	98,622.86	34,347.75	5,307.56	201,309.12
Release to statement of profit & loss	-	-	-	-	-	-	-
Balance at the end of the year	28,074.95	21,255.98	13,700.02	98,622.86	34,347.75	5,307.56	201,309.12

**(B) Liquidity risk**

Liquidity risk refers to the risk that the Group can not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure funds are available for use as per the requirements.

**(i) Financing arrangements**

Undrawn borrowing facilities at the end of the reporting year to which the Group had access is Rs. Nil (Previous Year Rs. Nil)

**(ii) Maturities of financial liabilities**

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

**Contractual maturities of financial liabilities**

(Rupees in Lakhs)

Particulars	Less than 1 year	1-2 years	2-5 years	Total years
<b>As at 31 Mar 2018</b>				
Borrowings	1,244,631.91	11,422.21	44,161.22	1,300,215.34
Finance Lease	756.67	1,028.36	1,029.89	2,814.91
Trade payables	84,596.54	-	-	84,596.54
Other financial liabilities	53,115.78	-	-	53,115.78
	<b>1,383,100.90</b>	<b>12,450.57</b>	<b>45,191.11</b>	<b>1,440,742.57</b>

(Rupees in Lakhs)

Particulars	Less than 1 year	1-2 years	2-5 years	Total years
<b>As at 31 Mar 2017</b>				
Borrowings	1,524,892.42	11,301.71	51,675.76	1,587,869.89
Finance Lease	551.21	406.41	413.14	1,370.75
Trade payables	71,779.62	-	-	71,779.62
Other financial liabilities	12,009.29	-	-	12,009.29
	<b>1,609,232.54</b>	<b>11,708.12</b>	<b>52,088.89</b>	<b>1,673,029.55</b>

**(C) Market risk**

**(i) Foreign currency risk**

The Group has exposure to foreign currency risk on account of its payables and receivables in foreign currency which are mitigated through the guidelines under the foreign currency risk management policy approved by the Board of Directors.

**Foreign currency risk exposure**

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting periods expressed in INR, are as follows:

*(Rupees in Lakhs)*

Particulars	USD	EURO	GBP	CAD	JPY
<b>As at 31st March 2018</b>					
<b>Financial assets</b>					
Trade receivables	6,602.86	5,591.33	1,776.80	255.19	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>6,602.86</b>	<b>5,591.33</b>	<b>1,776.80</b>	<b>255.19</b>	<b>-</b>
<b>Financial liabilities</b>					
Trade payables and other financial liabilities	40.35	1,254.37	44.63	-	34.63
Amount recovered by natural hedge (PCFC Loan)	26.93	-	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>67.28</b>	<b>1,254.37</b>	<b>44.63</b>	<b>-</b>	<b>34.63</b>

*(Rupees in Lakhs)*

Particulars	USD	EURO	GBP	CAD	JPY
<b>As at 31st March 2017</b>					
<b>Financial assets</b>					
Trade receivables	6,968.92	4,119.02	1,832.30	260.59	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>6,968.92</b>	<b>4,119.02</b>	<b>1,832.30</b>	<b>260.59</b>	<b>-</b>
<b>Financial liabilities</b>					
Trade payables and other financial liabilities	40.05	946.17	-	-	14.24
Amount recovered by natural hedge (PCFC Loan)	12.15	-	-	-	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>52.20</b>	<b>946.17</b>	<b>-</b>	<b>-</b>	<b>14.24</b>

**Foreign currency sensitivity analysis**

The Group is mainly exposed to USD, EURO, GBP and CAD

The following table details the Group's sensitivity to a 10% increase and decrease in the INR against the relevant foreign currencies.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items as tabulated above and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans. A positive number below indicates an increase in profit or equity and vice-versa

*(Rupees in Lakhs)*

Impact on profit or loss for the year	USD Impact	EURO Impact	GBP Impact	CAD Impact	YEN Impact
<b>31.03.2018</b>					
INR strengthens by 10%	(653.56)	(433.70)	(173.22)	(25.52)	3.46
INR weakening by 10%	653.56	433.70	173.22	25.52	(3.46)
<b>31.03.2017</b>					
INR strengthens by 10%	(691.67)	(317.29)	(183.23)	(26.06)	1.42
INR weakening by 10%	691.67	317.29	183.23	26.06	(1.42)

**(ii) Interest rate risk**

**Liabilities**

The Group's policy is to minimise interest rate cash flow risk exposures on external financing. At 31 March 2018 and 31 March 2017, the Group is exposed to changes in interest rates through bank borrowings carrying variable interest rates. The Group's investments in fixed deposits carry fixed interest rates.

\* Holding all other variables constant

**ii) Assets**

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

**(iii) Security Price Risk**

The Group's exposure to price risk arises from investments held and classified in the balance sheet as fair value through Profit and loss Equity price Sensitivity Analysis

The sensitivity analysis below have been determined based on exposure to Equity price risk at the end of the reporting year. If the equity price had been 5 % higher/lower, profit and loss for the year ended 31st March, 2018 would increase/decrease by Rs. 3,236.90 Lakhs (Previous year Rs. 365.17 Lakhs) as a result of change in Fair value of equity Investments measured at FVTPL

**3.53.4 Capital management**

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The following table provides detail of the debt and equity at the end of the reporting period :

	<i>(Rupees in Lakhs)</i>	
	As at 31st March, 2018	As at 31st March, 2017
Debt *	1,245,388.58	1,525,443.63
Cash and cash equivalents	20,684.56	23,230.79
Net debt	1,224,704.02	1,502,212.84
Total equity	(879,830.21)	286,485.74
<b>Net debt to equity ratio</b>	<b>-</b>	<b>5.24</b>

\* Debt includes Interest accrued and due on Loans

Note: Refer Note 3.63

**Note No. 3.54 Significant accounting judgments, estimates and assumptions**

Use of estimates and critical accounting judgments

In the preparation of consolidated financial statements, the Group makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. Key source of estimation of uncertainty at the date of consolidated financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions, contingent liabilities and fair value measurements of financial instruments as discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in the respective policies.

### **Significant management judgments**

#### **(a) Evaluation of indicators for impairment of non-financial asset**

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

#### **(b) Provisions & contingent liabilities**

A provision is recognised when the Group has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

#### **(c) Valuation of deferred tax assets**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### **(d) Classification of leases**

The Group enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

### **Significant management estimates**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

#### **(a) Allowance for expected credit losses**

The allowance for expected credit losses reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Group's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, dealer termination rates, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions. Should the present economic and financial situation persist or even worsen, there could be a further deterioration in the financial situation of the Group's debtors compared to that already taken into consideration in calculating the allowances recognized in the financial statements."

#### **(b) Allowance for obsolete and slow-moving inventory**

The allowance for obsolete and slow-moving inventory reflects management's estimate of the expected loss in value, and has been determined on the basis of past experience and historical and expected future trends in the used vehicle market. A worsening of the economic and financial situation could cause a further deterioration in conditions in the used vehicle market compared to that taken into consideration in calculating the allowances recognized in the financial statements.

#### **(c) Useful lives of property, plant and equipment and intangible assets**

Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

#### **(d) Defined benefit obligations (DBO)**

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**(e) Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. There is significant estimation uncertainty in determining recoverable value. Recoverable value is taken as higher of value in use and fair value less costs to sell.

**Note No.3.55**

**Related Party Disclosures & Transactions**

In accordance with the requirements of Indian Accounting Standard (Ind AS-24) the names of the related parties where control exists and /or with whom transactions have taken place during the period and description of relationships as identified and certified by the management are as hereunder:

**A) Names of related parties & description of relationship**

**1) Subsidiaries**

- 1 JMT Auto Limited
- 2 Amtek Transportation Systems Ltd.
- 3 Alliance Hydro Power Ltd.
- 4 Amtek Integrated Solutions Pte. Ltd.
- 5 Amtek Deutschland GmbH
- 6 Amtek Investment UK Ltd.
- 7 Amtek Holding B.V. (Liquidated)
- 8 Amtek Germany Holding GP GmbH
- 9 Amtek Germany Holding GmbH & Co. KG
- 10 Amtek Global Technologies Pte. Ltd. (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 11 Amtek Precision Engineering Pte. Ltd.
- 12 Amtek Engineering Solutions Pte Ltd.
- 13 Metalyst Forgings Limited(Ceased to be subsidiary w.e.f. 15th December, 2017)

**2) Subsidiaries of Subsidiaries (Step down subsidiary)**

- 1 Amtek Tekfor Holding GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 2 Neumayer Tekfor GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 3 Tekfor Services GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 4 Neumayer Tekfor Rotenburg GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 5 Neumayer Tekfor Schmolln GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 6 Neumayer Tekfor Engineering GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 7 GfsV(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 8 Neumayer Tekfor Japan Co. Ltd.(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 9 Tekfor Inc.(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 10 Tekfor Maxico SA de CV(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 11 Neumayer Tekfor Automotive Brasil Ltda.(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 12 Neumayer Tekfor SpA(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 13 Tekfor Maxico Services(Ceased to be subsidiary w.e.f. 30th April, 2017)

- 14 Tekfor Services Inc.(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 15 August Kupper GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 16 H.J Kupper System- Und Modultechnik GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 17 H.J Kupper Metallbearbeitung GmbH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 18 SKD- GieBerei GMBH(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 19 Kupper Hungaria Kft(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 20 Amtek Universal Technologies Pte Ltd(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 21 AIMD GmbH; Hamburg (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 22 M. Droste Stahlhandel GmbH, Bochum(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 23 HAPU Industrie Vertretungen GmbH, Witten (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 24 OWZ Ostalb-Warmbehandlungszentrum GmbH, Essingen(Ceased to be subsidiary w.e.f. 30th April, 2017)
- 25 SRT GmbH, Essingen (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 26 WTL Werkstofftechnik-Labor GmbH, Aalen (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 27 AIFT GmbH, Hamburg (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 28 BEW-Umformtechnik GmbH, Rosengarten (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 29 GHV Schmiedetechnik GmbH, Ennepetal (Ceased to be subsidiary w.e.f. 30th April, 2017)
- 30 Asahitec Metals (Thailand) Co., Ltd
- 31 Asahi Tec Metals Co. Ltd.
- 32 Techno-Metal Co., Ltd.
- 33 Techno Metal Amtek Japan Investments Ltd.
- 34 Techno Metal Amtek U.K. Investments Ltd.
- 35 Techno Metal Amtek Thai Hold Co.
- 36 Amtek Machining System Pte Ltd.
- 37 Amtek Component Spain
- 38 Industries Alga S.A

**3) Joint Ventures**

**4) Associates**

- 1 Amtek Powertrain Limited
- 2 SMI Amtek Crankshafts Pvt. Ltd.
- 1 Blaze Spare Parts (P) Limited
- 2 Gagandeep Steel & Alloys (P) Ltd.

	3	Aaron Steel & Alloys (P) Ltd.
	4	Neelmani Engine Components (P) Ltd.
	5	Domain Steel & Alloys (P) Ltd.
	6	ACIL Ltd.
	7	ARGL Ltd. (Ceased to be associate w.e.f. 16th March, 2018)
	8	Castex Technologies Limited (Ceased to be associate w.e.f. 20th December, 2017)
5) <i>Joint Venture of Subsidiary</i>	1	SFE GmbH
6) <i>Joint Venture of Associate</i>	1	Amtek Riken Casting Pvt Ltd
7) <i>Associates of Associate</i>	1	Terrasoft Infosystems Pvt. Ltd
8) <i>Subsidiary of Associate</i>	1	Amtek Kuepper GmbH (Ceased to be associate w.e.f. 20th December, 2017)
9) <i>Associate of Subsidiary</i>	1	Amtek Railcar Pvt Ltd
10) <i>Key Management Personnel</i>	1	Sh John Earnest Flintham, Vice Chairman & Managing Director (upto 23rd June, 2017)
	2	Sh D.S. Malik, Managing Director (upto 23rd June, 2017)
	3	Sh. Dinkar T. Venkatsubranian, Insolvency Professional (w.e.f 24th July, 2017)
	4	Sh. Vinod Uppal, Chief Financial Officer
	5	Sh. Rajeev Raj, Company Secretary
11) <i>Entity in which Resolution professional is Partner</i>	1	E & Y Restructuring LLP (w.e.f 24th July, 2017)

**B. Transactions**

*(Rupees in Lakhs)*

Particulars	Associate/Joint Ventures of Holding Company	Entity in which Resolution professional is Partner	Key Management Personnel	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Purchase of Goods	34,050.81			34,050.81	69,786.24
Sale of Goods	26,049.80			26,049.80	65,474.03
Promoter Contribution made	-			-	6,193.40
Advance Given	-			-	465.54
Purchase of Property, Plant and Equipment	63.09			63.09	15.00
Sale of Property, Plant and Equipment	1,291.55			1,291.55	102.79
Services Received	33.55			33.55	277.77
Services Rendered	688.13			688.13	55.83
Professional Fee #	-	789.97	-	789.97	-
Remuneration to Key Management Personnel	-		194.54	194.54	248.01
Sitting Fees To Directors	-		4.50	4.50	22.00
Balance Receivable at the year end	20,805.90			20,805.90	31,119.88
Balance Payable at the year end	7,606.28			7,606.28	13,850.57
Provision for Impairment	18,373.49			18,373.49	-

Note : Balance receivable includes amount of Rs.18,373.49 Lakhs towards impairment of Advances to Related Parties.



**Disclosure in respect of Key Management Personnel Compensation**

**(Rupees in Lakhs)**

	<b>For the Year Ended 31.03.2018</b>	<b>For the Year Ended 31.03.2017</b>
Short term Benefits	194.54	248.01
Post-Employment Benefits*	-	-
Other Long Term Benefits	-	-

# Includes amount of Rs. 789.97 Lakhs paid to E & Y Co. LLP (entity in which Resolution Professional is partner).

\* Excludes Provision for Encashable Leave and Gratuity as a separate Actuarial valuation is not available.

**Note No. 3.56 Disclosure of Interest in subsidiaries, joint ventures and associates:**

**A) Disclosure of interest in the subsidiaries :**

Name		Country of Incorporation	Ownership Interest of Amtek Auto Limited (%)	Ownership Interest held by Non-Controlling Interest(%)		
		31st March 2018	31st March 2017	31st March 2018	31st March 2017	
Direct Subsidiaries						
(i)	JMT Auto Limited	India	66.77%	66.77%	33.23%	33.23%
(ii)	Metalyst Forgings Limited (refer note 3.59)*	India	-	54.24%	-	45.76%
(iii)	Amtek Transportation Systems Ltd	India	100%	100%	0.00%	0.00%
(iv)	Alliance hydro Power Ltd	India	70%	70%	30.00%	30.00%
(v)	Amtek Integrated Solutions Pte. Ltd.	Singapore	100%	100%	0.00%	0.00%
(vi)	Amtek Deutschland GmbH (refer note 3.61)	Germany	100%	100%	0.00%	0.00%
(vii)	Amtek Investment UK Ltd. (refer note 3.61)	UK	100%	100%	0.00%	0.00%
(viii)	Amtek Germany Holding GP GmbH (refer note 3.61)	Germany	100%	100%	0.00%	0.00%
(ix)	Amtek Germany Holding GmbH & Co. KG (refer note 3.61)	Germany	100%	100%	0.00%	0.00%
(x)	Amtek Global Technologies Pte. Ltd. (refer note 3.58)	Singapore	78.50%	78.50%	21.50%	21.50%
(xi)	Amtek Precision Engineering Pte. Ltd. (refer note 3.61)	Singapore	100%	100%	0.00%	0.00%
(xii)	Amtek Engineering Solutions Pte Ltd (refer note 3.61)	Singapore	100%	100%	0.00%	0.00%
Step down Subsidiaries						
(i)	Amtek Machining Systems Pte Limited	Singapore	100%	100%	0.00%	0.00%
(ii)	Techno Metal Amtek U.K. Investments	UK	100%	100%	0.00%	0.00%
(iii)	Techno Metal Amtek Japan Investments Ltd.	Japan	100%	100%	0.00%	0.00%
(iv)	Asahi Metal Co Limited	Japan	100%	100%	0.00%	0.00%
(v)	Hefei Asahi Trading Co. Limited.	China	100%	100%	0.00%	0.00%
(vi)	Techno Metal Co. Limited	Japan	97%	97%	3.00%	3.00%
(vii)	Techno-Metal Amtek Holding (Thailand) Ltd.	Thailand	100%	100%	0.00%	0.00%
(viii)	Techno-Metal (Thailand) Co. Ltd.	Thailand	100%	100%	0.00%	0.00%

\*Ceased to be subsidiary w.e.f. 15th December, 2017

**B) Disclosure of interest in the Joint Ventures :**

Name	Country of Incorporation	Ownership Interest of Amtek Auto Limited (%)	
		As at 31st March 2018	As at 31st March 2017
<b>Direct Joint Ventures</b>			
(i) Amtek Powertrain Limited	India	50.00%	50.00%
(ii) SMI Amtek Crankshafts Pvt. Ltd.	India	50.00%	50.00%
<b>Indirect Joint Ventures</b>			
(i) Amtek Riken Casting Private Limited	India	35.00%	35.00%

**C) Disclosure of interest in the Associates :**

Name	Country of Incorporation	Ownership Interest of Amtek Auto Limited (%)	
		As at 31st March 2018	As at 31st March 2017
<b>Direct Associates</b>			
(i) ACIL Ltd. (refer sub-note (d) below)	India	43.99%	43.99%
(ii) ARGL Ltd. (refer sub-note (c) below)	India	42.07%	42.07%
(iii) Castex Technologies Limited (refer sub-note (c) below)	India	30.59%	30.59%
(iv) Blaze Spare Parts (P) Limited	India	24.84%	24.65%
(v) Gagandeep Steel & Alloys (P) Ltd.	India	24.89%	24.69%
(vi) Aaron Steel & Alloys (P) Ltd.	India	24.90%	24.70%
(vii) Neelmani Engine Components (P) Ltd.	India	24.76%	24.56%
(viii) Domain Steel & Alloys (P) Ltd.	India	24.59%	24.40%
<b>Indirect Associates</b>			
(i) Amtek Railcar Industries Private Limited	India	22.98%	50.00%

**Note No. 3.57**

The Holding Company held investments in Castex Technologies Limited (CTL) and ARGL Limited which were classified as associates till December 20, 2017 and March 16, 2018 respectively. During the year the Group recognised impairment loss on investment in CTL aggregating to Rs.16,591.36 Lakhs which has been disclosed under "exceptional 'items'" in statement of profit and loss. The Group's share of losses in ARGL Limited exceeds its share of interest in the ARGL Limited therefore the Group has discontinued recognising its share of further losses over the share of interest. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against CTL and ARGL Ltd vide order of National Company Law Tribunal (NCLT) dated December 21, 2017 and March 15, 2018 respectively. Pursuant to this, the Holding Company lost significant influence over CTL and ARGL Limited and its investment has henceforth been classified as FVTPL at an initial date fair value of Rs. Nil.

**Note No. 3.58**

The Holding Company held investment in Amtek Global Technologies Pte Limited (AGT) which was classified as subsidiary. Receivers were appointed on 30th April, 2017 by US Bank Trustee limited, acting in its capacity as Security Agent (the Security Agent) on behalf of the lenders under a facilities agreement dated 10th November, 2014 between, among others, the Security Agent and AGT. Pursuant to this, the Holding Company lost control over AGT and its investment has henceforth been classified as FVTPL at Fair value of Rs. 64,707.59 Lakhs.

During the year, the Group recognised gain on deconsolidation aggregating to Rs.53,144.89 Lakhs (refer note 3.62). Latest financial statements and / or other financial information of AGT is not available with the Holding Company for the period from 1st April, 2017 to 30th April, 2017 therefore results of AGT for the period from 1st April, 2017 to 30th April, 2017 have not been considered in the consolidated financial statements. De-recognition of assets and liabilities of AGT, pursuant to loss of control, has been carried out at the value available in the consolidated financial statements of the Holding Company for the year ended 31st March, 2017.

**Note No. 3.59**

The Holding Company held investment in Metalyst Forgings Limited (MFL) which was classified as Subsidiary till December 15, 2017. A corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against MFL vide order of National Company Law Tribunal (NCLT) dated December 15, 2017. Pursuant to this, the Holding Company lost control over MFL and it has been de-consolidated as on that date. The Group recognised gain on de-consolidation on such investments during the year aggregating to Rs.29,876.11 Lakhs (refer note 3.62). Further its investment has henceforth been classified as FVTPL at an initial date fair value of Rs. Nil.

**Note No. 3.60**

The Holding Company held investment in ACIL Limited which is classified as an associate. The Group's share of losses in ACIL Limited exceeds its share of interest in the ACIL Limited therefore the Group has discontinued recognising its share of further losses over the share of interest. Subsequent to 31st March, 2018, a corporate insolvency resolution proceedings (CIRP) under the Insolvency Bankruptcy Code 2016 was initiated against ACIL vide order of National Company Law Tribunal (NCLT) dated August 8, 2018. Pursuant to this, the Holding Company lost significant influence over ACIL Limited on August 8, 2018.

**Note No. 3.61**

The Holding Company is holding investments in following foreign subsidiaries (i) Amtek Investments (UK) Ltd. (ii) Amtek Deutschland GmbH (iii) Amtek Germany Holding GmbH & Co. KG (iv) Amtek Germany Holding GP GmbH, (v) Amtek Precision Engineering Pte. Ltd. and (vi) Amtek Engineering Solutions Pte. Ltd., which were being operationally managed, including the maintenance of books of accounts, by its subsidiary 'Amtek Global Technologies Pte. Ltd. (AGT)'. AGT has gone into receivership during the current year and Receiver has been appointed on 30th April, 2017 and pursuant to this the Holding Company lost control over AGT. Consequently, the financial statements or other financial data for the year ended 31st March, 2018 and for preceding financial year for other aforesaid foreign subsidiaries, which were operationally managed by AGT, are not available with the current management of the Company. In the absence of the required financial statements or other financial data of these subsidiaries available with the current management of the Company, the same has not been considered in the consolidated financials and accordingly have been de-consolidated during the year. The Holding Company has recognised loss on de-consolidation on such investments during the year aggregating to Rs.61,199.86 Lakhs which has been disclosed under "exceptional items" in Statement of Profit and Loss.

**Note No. 3.62 Analysis of assets and liabilities over which control was lost or not consolidated during the year:**

(Rupees in Lakhs)

	Metalyst Forgings Limited (Refer note 3.59)	Amtek Global Technolo- gies Pte Limited (Refer note 3.58)	Amtek Investments (UK) Ltd. (Refer note 3.61)	Amtek Deutschland GmbH (Refer note 3.61)	Amtek Germany Holding GmbH & Co. KG (Refer note 3.61)	Amtek Germany Holding GP GmbH (Refer note 3.61)	Amtek holding B.V. Engineering (liquid- ated)	Amtek Precision Pte. Ltd. (Refer note 3.61)
<b>Non-Current Assets</b>								
(a) Property, plant and equipment	258,132.19	-	-	-	-	-	-	-
(b) Capital work-in-progress	14,508.57	-	-	-	-	-	-	-
(c) Financial assets								
(i) Investments	18,550.88	-	-	-	-	-	-	-
(iii) Other financial assets	266.99	-	-	-	-	-	-	-
(d) Deferred Tax Assets(net)	37,227.53	-	-	-	-	-	-	-
<b>Sub Total-Non-Current Assets</b>	<b>328,686.16</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Current Assets</b>								
(a) Inventories	13,580.38	-	-	-	-	-	-	-
(b) Financial Assets								
(i) Trade Receivables	22,634.53	-	-	-	-	-	-	-
(ii) Cash and Cash Equivalents	1,968.32	-	-	-	-	-	-	-
(iii) Other Financial Assets	75.07	-	-	-	-	-	-	-
(c) Current Tax Assets (Net)	7,314.95	-	-	-	-	-	-	-
(d) Other Current Assets	2,732.17	-	-	-	-	-	-	-
<b>Sub Total-Current Assets</b>	<b>48,305.42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Assets classified as held for sale/Assets included in disposal group(s) held-for-sale		424,539.80	80,342.72	8,685.45	2,220.07	8,324.18	(18.69)	45,284.03
<b>TOTAL-ASSETS</b>	<b>376,991.58</b>	<b>424,539.80</b>	<b>80,342.72</b>	<b>8,685.45</b>	<b>2,220.07</b>	<b>8,324.18</b>	<b>(18.69)</b>	<b>45,284.03</b>
<b>Liabilities</b>								
<b>Non-Current Liabilities</b>								
(a) Financial Liabilities								
(i) Borrowings	52.77	-	-	-	-	-	-	-
(b) Provisions	1,224.08	-	-	-	-	-	-	-
(c) Other Non-Current Liabilities	36,198.97	-	-	-	-	-	-	-
<b>Sub Total-Non-Current Liabilities</b>	<b>37,475.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**AMTEK AUTO LIMITED & SUBSIDIARIES CONSOLIDATED**  
**(Company under Corporate Insolvency Resolution Process)**  
**ANNUAL REPORT 2017-2018**



**Current Liabilities**

(a) Financial Liabilities								
(i) Borrowings	129,071.53	-	-	-	-	-	-	-
(ii) Trade payables	11,285.97	-	-	-	-	-	-	-
(iii) Other financial Liabilities	251,305.04	-	-	-	-	-	-	-
(b) Other Current Liabilities	3,773.82	-	-	-	-	-	-	-
(c) Provisions	180.93	-	-	-	-	-	-	-

<b>Sub Total-Current Liabilities</b>	<b>395,617.29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
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Liabilities classified as held for sale/Assets included in disposal group(s) held-for-sale	459,308.05	25,760.42	5,033.93	4,030.70	9,146.15			39,604.49
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<b>Sub Total Liabilities</b>	<b>433,093.11</b>	<b>459,308.05</b>	<b>25,760.42</b>	<b>5,033.93</b>	<b>4,030.70</b>	<b>9,146.15</b>	<b>-</b>	<b>39,604.49</b>
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<b>Net Assets/(Liabilities) de-consolidated</b>	<b>(56,101.53)</b>	<b>(34,768.25)</b>	<b>54,582.30</b>	<b>3,651.52</b>	<b>(1,810.63)</b>	<b>(821.97)</b>	<b>(18.69)</b>	<b>5,679.54</b>
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<b>Non-Controlling interest de-consolidated</b>	<b>(26,225.42)</b>	<b>18,376.64</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>80.90</b>
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<b>Net Assets/(Liabilities) attributable to Amtek Auto Limited</b>	<b>(29,876.11)</b>	<b>(53,144.89)</b>	<b>54,582.30</b>	<b>3,651.52</b>	<b>(1,810.63)</b>	<b>(821.97)</b>	<b>(18.69)</b>	<b>5,598.64</b>
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**E) Gain / (Loss) on de-consolidation**

Consideration received	(A)	-
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Net Assets/(Liabilities) attributable to Amtek Auto Limited	(B)	(21,839.83)
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Cumulative reserves transferred to consolidated statement of profit and loss:		
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Capital reserve on consolidation		51,194.21
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Revaluation Reserve		33,633.40
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Debenture Redemption Reserve		14,020.00
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General Reserve		42,738.76
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<b>Total reserves transferred to consolidated statement of profit and loss</b>	<b>(C)</b>	<b>141,586.37</b>
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Cumulative foreign currency translation reserve reclassified to consolidated statement of profit and loss	(D)	13,171.68
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<b>Net Profit / (Loss) on de-consolidation</b>	<b>(A-B+C+D)</b>	<b>176,597.88</b>
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Note:- Assets and liabilities reported above are after consolidation adjustments but before inter-head eliminations of receivables and payables between Holding Company and above subsidiaries and among above subsidiaries.

**Note No. 3.63**

The 'Corporate Insolvency Resolution Process' (CIRP) was initiated, on a petition filed by Corporation Bank, against the Holding Company, which was admitted vide an Order of the National Company Law Tribunal (NCLT), Chandigarh dated July 24, 2017 under the provision of the Insolvency and Bankruptcy Code 2016 ("Code / IBC"). That pursuant thereto, on July 27, 2017, Hon'ble NCLT appointed Mr. Dinkar T. Venkatasubramanian as Interim Resolution Professional (IRP) in terms of IBC, who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors (CoC), constituted under IBC. Mr. Dinkar T. Venkatasubramanian, in his capacity as RP, has taken control and custody of the management and operations of the Holding Company with effect from July 27, 2017. Under the CIRP, a resolution plan needs to be submitted by resolution applicant, which is to be approved by the CoC, and would further be approved by NCLT. As per the Code, the RP has to receive, collate and admit all the claims submitted by the creditors of the Holding Company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC. The 'Resolution Plan' wherein Liberty House Group Pte. Limited would acquire the control in the Holding Company in accordance with the applicable laws and as defined in the resolution plan. The resolution plan was voted upon (between April 4, 2018 and April 5, 2018) & duly approved by the CoC and has further been approved by NCLT vide Order dated July 25, 2018.

**Note No.3.64**

- (a) Under the CIRP, the Resolution Professional (now designated as Insolvency Professional) and the lenders obtained valuation(s) of its entire assets from approved valuers. Based on such valuations obtained, the Holding Company assessed the need to carry out an impairment / diminution in the carrying value of all of its assets (i.e. Property,

Plant and Equipment, Capital work-in-progress, Investments, Inventories, Trade Receivables, and Other Financial Assets). During the year ended March 31, 2018, the Holding Company has recorded the consequential impairment/diminution in its books of account.

- (b) The provision for impairment has currently been worked out on the basis of valuations referred to into valuation reports without any reference to determination of 'value-in-use'. The Holding Company is in the process of determining the 'value-in-use'.
- (c) The fair value of Holding company's investment in its subsidiaries, joint-ventures, associates and other entities (foreign as well as domestic entities) and Loans and Advances to those entities has been worked out on the basis of Holding Company estimates which have been derived from (i) value from approved valuers and/or (ii) value assigned in the Resolution Plan, as pass-through to the existing financial creditors of the Holding Company, with no guarantee.

**Note No. 3.65**

The Holding Company's investment in its subsidiary 'Amtek Global Technologies Pte. Ltd. (AGT)' has been carried at cost in accordance with the choice adopted by the Holding Company in accordance with "Ind AS 101 - First-time Adoption of Indian Accounting Standards" in the earlier years to value the same at 'cost'. The Holding Company's investments also include other foreign subsidiaries, which are being operationally managed by AGT. The Holding Company has further provided loans to AGT aggregating to Rs. 4,050.33 Lakhs and to companies that are operationally managed by AGT aggregating to Rs. 37,539.77 Lakhs. AGT has gone into receivership during the current year and Receiver has been appointed on 30th April, 2017 by US Bank Trustee Limited, acting in its capacity as Security Agent ('the Security Agent') on behalf of the lenders under a facilities agreement dated 10th November, 2014 between, among others, the Security Agent and AGT. The Holding Company has therefore assessed that there is a 'loss of control' in AGT, pursuant to which, the following adjustments have been effected by the Holding Company in respect of investments and loans given:

(i)

S.No.	Particulars	Book Value as at March 31, 2018	Reassessed Fair Value as at March 31, 2018	Remarks
1	Investment in Amtek Global Technologies Pte. Ltd. (AGT)	Rs. 0.07 Lakhs	Rs. 64707.59 Lakhs*	Difference of Rs. 64707.51 Lakhs; recorded as 'exceptional income'. The fair value has been determined on the basis of (i) valuation reports of two approved valuers and (ii) the resolution plan, as pass-through to the existing financial creditors of the Holding company, with no guarantee.

(ii)

S.No.	Particulars	Book Value as at March 31, 2018	Reassessed Fair Value as at March 31, 2018	Remarks
1	Loan given to AGT	Rs. 4050.33 Lakhs	Nil	Difference of Rs. 60063.48 Lakhs; recorded as 'impairment loss';
2	Investment in other foreign subsidiaries, which are being operationally managed by AGT.	Rs. 18,473.38 Lakhs	Nil	
3	Loan given to other foreign subsidiaries, which are being operationally managed by AGT.	Rs. 37,539.77 Lakhs	Nil	

**Note No. 3.66 Creditors' Claims**

- a. As a part of CIRP, creditors of the Company were called to submit their claims to the Resolution Professional\*. The summary position of the same is reproduced hereunder:

(Rupees In Lakhs)

Particulars	Amount of Claims submitted	Amount of Claims admitted by Resolution Professional*	Excess of claims submitted over claims admitted
Financial Creditors	1,285,383.00	1,260,460.00	24,923.00
Other Claims	45,320.00	–	45,320.00
Operational Creditors	49,609.00	20,650.00	28,959.00
Claims w.r.t. invocation of 'Corporate guarantee / Letter of comfort' given by AAL for credit facilities availed by other group Companies	195,000.00	–	195,000.00

\* now designated as Insolvency Professional

In light of the approval of resolution plan by CoC & NCLT, no provision is considered necessary for the differential claims. The party-wise reconciliation of liability appearing in books of account vis-à-vis their claims admitted is pending.

- b. The Holding company has not provided liability towards interest and penal interest charges for its financial creditors post July 24, 2017, since as a part of CIRP, the claims for interest and penal interest charges are claimable till the date of initiation of CIRP i.e. July 24, 2017 and accordingly, no provision is considered necessary for the same.

**Note No. 3.67 Dues to micro, small and medium enterprises**

(Rupees in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
A) Total outstanding dues of micro and small enterprises		
(a) The principle amount relating to micro and small enterprises	576.58	947.54
(b) The Interest amount due but not paid	–	–
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.		
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	–	–
(f) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure u/s 23 of Micro, Small and Medium Enterprises Development Act, 2006.	–	–
<b>Total</b>	<b>576.58</b>	<b>947.54</b>

**Note No. 3.68**

**(a) Going Concern**

Under the CIRP, a resolution plan needs to be submitted by resolution applicant, which is to be approved by the CoC, and would further be approved by NCLT. As per the Code, the RP has to receive, collate and admit all the claims submitted by the creditors of the Holding Company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the CoC. The 'Resolution Plan' wherein Liberty House Group Pte. Limited would acquire the control in the Holding Company in accordance with the applicable laws and as defined in the resolution plan. The resolution plan

was voted upon (between April 4, 2018 and April 5, 2018) & duly approved by the CoC and has further been approved by NCLT vide Order dated July 25, 2018. Accordingly, as also covered in the 'resolution plan' read with the NCLT Order dated July 25, 2018 the standalone financial statements for the year ended March 31, 2018 have been continued to be prepared on a going concern basis.

However, the Resolution Plan has not been implemented within the timelines as prescribed in the approved Resolution Plan. This Resolution Plan was approved by the Hon'ble NCLT and forms part of court order to be implemented. Accordingly, Lenders have sought directions from NCLT to reinstate the CIRP process in Amtek Auto Ltd and exclude of time spent on the unimplemented Resolution Plan. The matter is subjudice in front of Hon'ble NCLT Chandigarh. Lenders have a consistent view that all avenues to find resolution for the Corporate Debtor are to be explored and the NCLT, like different other matters, will grant this exclusion and allow the CIRP to resume for such excluded time in the 270 day period.

(b) The Vice Chairman and Managing Director of the Holding Company was reappointed by the shareholders in the extra ordinary meeting held on 25th march, 2017 for a period of two years effective from 14th August, 2016. The Holding Company based upon the legal opinion is of the view that for the purpose of the calculation of the minimum remuneration effective capital of the Holding Company prescribed as per provisions of Schedule V of the Companies Act, 2013 would be based on the latest available audited financial statements at the date of meeting which was 31st March, 2016 and same would be applicable for calculation of the minimum remuneration as per provisions of Schedule V of the Companies Act, 2013 for the year ended 31st March, 2018. The Holding Company has accordingly calculated excess remuneration of Vice Chairman and Managing Director of the Holding Company during the period from 01st April, 2017 to 23rd June, 2017 as Rs.3.31 lakhs. The Vice Chairman and Managing Director of the Holding Company has resigned during the year and therefore the excess remuneration paid/charged to the statement of profit and loss account for the above mentioned period cannot be recovered from him, the Holding Company will accordingly seek approval of writing off the same from the Ministry of Corporate Affairs with consequential penalty, if any and compounding fees as per provisions of Companies Act, 2013. In view of the above facts, in the absence of exact quantum of penalty and compounding fees, no adjustments for excess remuneration paid and provision for penalty and compounding fees have been made in these financials which shall be accounted in the year when the same is determined by the Ministry of Corporate Affairs.

#### **Note No. 3.69**

During the year, the Holding Company has changed its Accounting Policy regarding valuation of investment in equity instruments of its subsidiaries, associates and joint ventures at 'cost' instead of being earlier valued at Fair Value Through Other Comprehensive Income [FVTOCI] for the investments purchased after transition date i.e. 01.10.2015]. The change has been effected for compliance with the requirements of "Ind AS 27 - Separate Financial Statements" & "Ind AS 28 - Investments in Associates & Joint-ventures" referred to in section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The impact on account of change in the accounting policy on the financial statements for the year ended 31st March, 2016 and 31st March, 2017 is NIL and the impact of the change for the year ended 31st March, 2018 would have been Rs. 6800 Lakhs (loss) being fair value loss on related investments.

#### **Note No. 3.70**

Amtek Integrated Solutions Pte Limited (AISPL), Company registered in Singapore, is a subsidiary of the Holding Company having following subsidiaries, Amtek Integrated Solutions Pte Limited, Techno Metal Amtek U.K. Investments Ltd., Techno Metal Amtek Japan Investments Ltd., Asahi Metal Co Limited, Hefei Asahi Trading Co. Limited., Techno Metal Co. Limited, Techno-Metal Amtek Holding (Thailand) Ltd. and Techno-Metal (Thailand) Co. Ltd. Consolidated financial statements of Techno Metal Amtek Japan Investments Ltd. (Amtek Japan) for the year ended 31st March, 2018, comprising of 6 operational entities i.e. Techno Metal Amtek Japan Investments Ltd., Asahi Metal Co Limited, Hefei Asahi Trading Co. Limited., Techno Metal Co. Limited, Techno-Metal Amtek Holding (Thailand) Ltd. and Techno-Metal (Thailand) Co. Ltd., have been prepared in accordance with accounting principles generally accepted in the respective country of jurisdiction and which have been audited by other auditor under generally accepted auditing standards as applicable in the respective country. Consolidated financial statements of Amtek Japan have been converted from accounting principles generally accepted in the respective country to Ind AS by the Holding Company's management. Standalone financial information for 2 entities, Amtek Integrated Solutions Private Limited (AISPL) and Techno Metal Amtek U.K. Investments Ltd, being investing/holding entities without any operations, as included in the consolidated financial statements of AISPL, are unaudited and have been prepared by the Holding Company's management. These financial statements/financial information are not material to the group.

**Note No.3.71**

- a) JMT Auto Limited, subsidiary of the Holding Company, in respect of the financial statements and other financial information of its overseas subsidiary, Amtek Machining Systems Pte Ltd included in the consolidated Ind AS financial statements, as at and for the year ended March 31, 2018 are based on the unaudited financial statements, as certified by the management of JMT Auto Limited.
- b) Assets-held-for-sale (to the tune of Rs. 13,571.92 Lakhs) & Liability-held-for-sale (to the tune of Rs. 34,024.94 Lakhs), which are to be sold out within one year as per the provisions of Ind AS 105; but still appearing in the Consolidated financial statements for the reasons beyond the control of the management of JMT Auto Limited.

**Note No.3.72**

Share of profit / (loss) of an associate of the Holding Company, Castex Technologies Limited (ceased to be Associate w.e.f. December 20, 2017), includes financial statements and other financial information of an overseas subsidiary of Castex Technologies Limited, Amtek Kuepper GmbH for the period from April 1, 2017 to December 20, 2017 which are based on the unaudited financial statements, as certified by the management of Castex Technologies Limited.

**Note No. 3.73**

During the Financial Year 2012-13, Amtek Powertrain Limited (APT), the joint venture of the Holding Company, had allotted 490000 equity shares to Magna Power Train, AG and Amtek Auto Limited, respectively. However, APT offered such equity shares in two stages and the shares so allotted were not in proportion to existing shareholding at the date of such offer, which was not in compliance with the provision of section 81(1)(a) of the Companies Act, 1956. APT is yet to obtain the necessary approvals from the appropriate authorities to condone the non-compliance. Pending such approval from the appropriate authorities, adjustments, if any, required to be made to the financial statements in this regard has not been made in the financial statements of APT.

**Note No. 3.74 GDR Listing with London Stock Exchange:**

As per the communication received by the Holding Company from the London Stock Exchange ("LSE") in respect of GDR Listing matter, certain compliances are yet to be made by the Holding Company for which it is collecting the requisite information from associated agents / registrar / advisors / authorities and also have initiated delisting process of its GDR with LSE.

**Note No. 3.75**

The Company has sought extension from Registrar of Companies (ROC), (at various points of time) for conducting the Annual General Meeting (AGM), with respect to the approval of annual accounts of the Company for the Financial year 2017-18, till 31st December, 2018 and the ROC had also granted the extension in this regard. But due to additional compliances / activities to be completed under Insolvency and Bankruptcy Code, 2016 (as amended from time to time), the annual accounts could not be finalised. Hence, the annual accounts are being placed for consideration and approval of Insolvency Professional on 21st January, 2019 and subsequently the AGM, will be held for the approval of annual accounts by the Shareholders of the Company. However, the last date for conducting the AGM, as approved by ROC was 31st December 2018 but now the AGM will be held beyond the prescribed timelines of Companies Act, 2013 and Company will go for compounding of offences for not conducting the AGM within prescribed timelines under Companies Act, 2013.

**Note No. 3.76**

The Previous year figures have been regrouped / reclassified, wherever considered necessary to conform to the current year presentation.

As per our report of even date attached

**For SCV & Co. LLP**

Chartered Accountants

Firm Regn No.000235N/N500089

**(Abhinav Khosla)**

Partner

Membership No. 087010

Place : New Delhi

Date : 22nd January, 2019

**For Amtek Auto Limited**

**Vinod Uppal**

Chief Financial Officer

**Dinkar T. Venkatsubramanian**

Insolvency professional

**Rajeev Raj**

Company Secretary



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**Company under Corporate Insolvency Resolution Process**  
**Registered Office:** Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat-Nuh, Haryana-122 103 (INDIA)  
**Ph.:** 0124-2362140, **Tel/Fax:** 0124-662454, **E-mail:** investors.relation@amtekauto.com  
**CIN:** L27230HR1988PLC030333

**Form No. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Company Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)]

**Name of the Member (s)** .....

**Registered address :** .....  
**E mail id :** .....  
**Folio No. / Client Id :** .....  
**DP ID :** .....

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of Amtek Auto Limited, hereby appoint

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him / her
2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him / her
3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday the **27th day of February, 2019 at 10.30 a.m** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Resolution No.	Description	VOTE	
		FOR	AGAINST
1	To receive, consider and adopt ; a) the audited Standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, and the reports of the Auditors thereon.		
2.	To Ratify the Remuneration of the Cost Auditors for the financial year 2018-19		
3.	To approve Related Party Transactions for the financial year 2018-19		

Signed this ..... day of ..... 2019

Signature of Proxy Holder(s).....

Signature of Shareholder.....

Revenue  
Stamp

Notes: (1) The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.  
 (2) A proxy need not be a Member of the Company.



## AMTEK AUTO LIMITED

Company under Corporate Insolvency Resolution Process

Registered Office: Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat-Nuh, Haryana-122 103 (INDIA)

CIN: L27230HR1988PLC030333

### ATTENDANCE SLIP

(To be handed over at the Registration Counter)

DP Id****	
Client Id****	

Folio No.	
No of Shares	

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company being held on Wednesday, **27th Day of February, 2019 at 10.30 a.m. at Plot No.-16, Industrial Estate, Rozka-Meo, Sohna, Mewat-Nuh, Haryana - 122 103.**

1. Name(s) of the Member : 1. Mr./Ms. ....  
and Joint Holder(s) 2. Mr./Ms. ....  
(in block letters) 3. Mr./Ms. ....
2. Address: .....  
.....
3. Father's/Husband's .....  
Name (of the Member) :Mr.
4. Name of Proxy : Mr./Ms. ....
  - 1.
  - 2.
  - 3.

\_\_\_\_\_  
Signature of the Proxy

\_\_\_\_\_  
Signature(s) of Member and Joint Holder(s)

Notes: 1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.  
2.\*\*\*\* Applicable for Investors holding Shares in electronic form.

**Form No. MGT-12**  
**Polling Paper**

{Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014}

**32<sup>nd</sup> ANNUAL GENERAL MEETING, ON 27<sup>th</sup> FEBRUARY, 2019**

BALLOT PAPER				
Sr. No	Particulars	Details		
1.	Name of the First Named Shareholder/Proxy holder (In block letters)			
2	Postal Address			
3	Registered Folio No/*Client ID No. (*Applicable to investors holdings Shares in dematerialized form)			
4	Class of Shares			
I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording assent or dissent to the said resolutions in the following manner:				
Sr. No	Item No	No Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt; a) the audited Standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, and the reports of the Auditors thereon.			
2.	To Ratify the Remuneration of the Cost Auditors for the financial year 2018-19			
3.	To approve Related Party Transactions for the financial year 2018-19			
Place :  Date : <div style="text-align: right;">Signature of the Shareholder / Proxy</div>				

**BOOK-POST**

*If undelivered please return to :*

**AMTEK AUTO LIMITED**

3, Local Shopping Complex, Pamposh Enclave, Greater Kailash-I  
New Delhi-110 048 (INDIA)