



# Hilton Metal Forging Ltd. <sup>TM</sup>

GOVT. RECOGNIZED EXPORT HOUSE

CIN : L 28900 MH 2005 PLC 154986

**CORPORATE OFFICE :**  
701, PALMSRING, PALMCOURT COMPLEX,  
LINK ROAD, MALAD (WEST),  
MUMBAI - 400 064.



Certificate : 44 100 021868-E3



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**VISIT US AT :** www.hiltonmetal.com

27<sup>th</sup> July, 2020

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 <b>Script Code: 532847</b>	<b>National Stock Exchange of India Limited</b> 5 <sup>th</sup> Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai-400051 <b>Script Code: HILTON</b>
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Dear Sir/Madam,

**Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019**

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020**

In terms of clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of our company for the year ended 31<sup>st</sup> March, 2020, certified by Ms. Shreya Shah, Practicing Company Secretary

You are requested to kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully

For HILTON METAL FORGING LIMITED

  
Chairman & Managing Director  
Yuvraj Malhotra

DIN:00225156

**Secretarial Compliance Report of**  
**HILTON METAL FORGING LIMITED**  
(CIN: L28900MH2005PLC154986)  
**for the year ended 31<sup>st</sup> March, 2020**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

I, **Shreya Shah** have examined:

- (a) all the documents and records made available to me and explanation provided by **Hilton Metal Forging Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to BSE Ltd. and National Stock Exchange of India Ltd.,
- (c) website of the listed entity, and
- (d) other books, papers, minute books and other records maintained by the Company and produced before me for verification which has been relied upon to make this certification,

The following Regulations prescribed under the SEBI Act, whose provisions and the circulars/ guidelines issued thereunder, have been examined:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), 2015”);
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the period under review:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

and based on the above examination and verification of the documents and records produced before me and according to the information and explanations given to me by the Company, I hereby report that, during the Period under review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



**SHREYA SHAH**  
**Practising Company Secretary**

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 6 of SEBI (LODR), 2015 and	Non-appointment of Qualified Company Secretary as the compliance officer	The Company represented that after the resignation of Company Secretary in the month of November, the Company has shortlisted Company Secretary in the Month of February, 2020 who was to join from the Month of May 2020, However due to lock down consequent to Covid-19 Pandemic the selected candidate has declined to join and therefore the vacancy is yet to be filled.
2	Regulation 29 (2) of SEBI (LODR), 2015	Delay in furnishing prior intimation of Meeting of Board of Directors held to approve quarterly financial results for quarter ended 30 <sup>th</sup> June 2019	<p>Delay in intimation was caused due to preponement of the scheduled meeting at very last moment due to unavailability of the Statutory Auditors to remain present at the appointed date of the meeting necessitating the Company to prepone the Meeting.</p> <p>The Company submitted requisite clarifications to the stock exchanges in this regard and paid penal fees under SEBI SOP guidelines.</p>
3	Regulation 34 (3) read with Schedule V of SEBI (LODR), 2015	<p>Following details in accordance of Schedule V of SEBI (LODR), 2015 are not incorporated in the Annual Report:</p> <p>(i) Clause (1)(i) “significant change in Key Financial Ratios” and Clause (1)(j) “change in Return on Networth” of Part “B” “Management Discussion and Analysis”</p> <p>(ii) Clause (2)(h)-“A chart or a matrix setting out the skills /expertise /competence of the board of directors”, and Clause (9)(q) “list of all credit ratings obtained by the entity” of Part “C”- Corporate Governance Report.</p>	Required details were inadvertently missed out in the Annual Report for FY 18-19.



**SHREYA SHAH**  
**Practising Company Secretary**

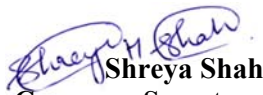
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except the demand for penal fees for non-compliance with the provisions of Regulation 29(2) of SEBI (LODR), 2015 (pertaining to delay in furnishing prior intimation of Meeting of Board of Directors held to approve quarterly financial results for quarter ended 30<sup>th</sup> June 2019. The Company already paid requisite penal fees to the stock exchange as per the SEBI SOP Circular guidelines.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Non-compliance of Regulation 18(2)(b) of SEBI (LODR), 2015 since the quorum in the Audit Committee Meeting held on 12 <sup>th</sup> November, 2018 was insufficient with presence of only one Independent Director out of total two present members.	Year ended 31 <sup>st</sup> March, 2019	The Audit Committee was reconstituted during the year with 1 Executive director and 3 Independent directors.	The Audit Committee is reconstituted with more number of Independent Directors with an intention to avoid occurrence of non-fulfilment of the quorum requirements

**Place: Mumbai**  
**Date: 24<sup>th</sup> July, 2020**



  
**Shreya Shah**  
**Practising Company Secretary**  
**ACS No.: 39409/CoP No.: 15859**  
**UDIN: A039409B000503521**

Note: Due to ongoing COVID19 pandemic and consequent lock-down imposed, I could not verify the compliance documents physically for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.