

Hilton Metal Forging Ltd. TM

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CIN : L 28900 MH 2005 PLC 154986

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



Certificate : 44 100 021869-E3



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Precisely Right.

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VISIT US AT : www.hiltonmetal.com

Date: 30th May, 2019

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Script Code: 532847	National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400 051 Script: HILTON
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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, 2019

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 31st March, 2019, certified by Ms. Shreya Shah, Practicing Company Secretary.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Hilton Metal Forging Limited

Company Secretary & Compliance Officer

**Secretarial Compliance Report of M/s. Hilton Metal Forging Limited
for the year ended 31st March, 2019**

I, **Shreya Shah**, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. Hilton Metal Forging Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) all other papers, minute books and other records maintained by the Company and made available to me at the Company's Corporate office which has been relied upon to make this certification,

for the year ended **31st March, 2019** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (effective from 3rd October, 2018).

and circulars/ guidelines issued thereunder;

There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the Review Period:

- (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;

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SHREYA SHAH
Practising Company Secretary

- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and based on the above examination, I hereby report that, during the Review Period:

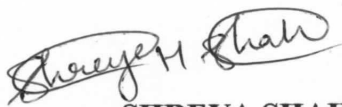
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	Regulations 18(2)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Minimum Quorum requirements for conducting the Audit Committee Meeting were not met as per the prescribed regulations	The quorum was insufficient due to presence of only one Independent Director out of total two present members, at the Audit Committee Meeting held on 12 th November, 2018

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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.
- (d) This being the reporting for the first time since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Date: 30th May, 2019
Place: Mumbai




SHREYA SHAH
Practising Company Secretary
Mem No. A39409/CoP: 15859

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