



Hilton Metal Forging Ltd. TM

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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Ref: SEC/HMFL/ BSE/NSE-2014-2015
Date: 6th November, 2014

The Bombay Stock Exchange 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-400051 Script Code : Hilton
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SUB: Filing under clause 31 of the Listing Agreement

Dear Sir,

In continuation with the voting results of the 9th Annual General Meeting of the Company communicated vide our letter dated 30-09-2014 please find enclosed the proceeding of 9th Annual General Meeting held on 27th September 2014

We request you to kindly take the same on record as required under provision of the Listing Agreement

Thanking you.

Yours Faithfully,

for **HILTON METAL FORGING LTD**

COMPLIANCE OFFICER

Enclosure: As above

MGT-15

Form for filing Report on Annual General Meeting

Pursuant to section 121{1} of the Companies Act, 2013 and Rule 31{2} of Companies
{Management and Administration} Rules, 2014

1	(a)	CIN	L28900MH2005PLC154986
	(b)	GLN	N A
2	(a)	Name of the Company	Hilton Metal Forging Limited
	(b)	Registered office address	701, Palm Spring, Link Road, Malad (West), Mumbai-400 064
	(c)	Email id	Secretarail@hiltonmetal.com
3		Details of Meeting	
	i	Day Date Hour	Saturday 27 th September, 2014 4.00 PM
	ii	Venue of the General meeting	701, Palm Spring, Link Road, Malad (West), Mumbai-400 064
	iii	Whether Chairman of the meeting appointed	Mr.Navraj Malhotra, Director of the company was the Chairman of meeting.
	iv	Number of Members attending the meeting	Members Present in person : 37
	v	Confirmation of Quorum	As against the requirement of 30 Members, the actual number of members present were 37. Hence Quorum was present
	vi	Confirmation with respect to compliance of the Act and the Rules, Standard Standards with respect to calling, convening and conducting the meeting	Complied .
	vii	Business Transacted at the meeting and result thereof	The following items of business was transacted through E –voting and through a poll conducted at the AGM

Business	Ordinary
Subject	Adoption of Financial statements for the year ended 31 st March, 2014
Resolution	Resolved that the Balance Sheet as at 31 st March, 2014 and Statement of Profit & Loss and Cash flow Statement for the year ended as on that date together with the Reports of the Directors and Auditors thereon be and are hereby received, considered and adopted
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Ordinary
Subject	Declaration of Dividend
Resolution	RESOLVED THAT the Dividend at the rate of Rs. 0.50 on 12443016 Equity Shares of Rs.10/- each, for the financial year 2013-14, as recommended by the Board, be and is hereby declared and that the said dividend be paid to those shareholders whose names appear on the Company's Register of Members as on the close of business hours on 26 th September, 2014.”
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Ordinary
Subject	Appointment of Statutory Auditors (Reg.No.35487)
Resolution	“ RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act,2013 and the Rules made there under ,and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai (Reg.No.35487) Mumbai, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit Committee in consultation with the auditors in addition to out of pocket expenses, and that such remuneration may be paid on a progressive billing basis to be

	agreed upon between the auditors and the Board of Directors
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Ordinary
Subject	Change in the Designation of Mr. Joseph W. McKay from 'Non-Executive Independent' to Non-Executive Professional.
Resolution	<p>“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, and in partial modification to the Ordinary Resolution passed at the Eighth Annual General Meeting held on 30th September 2013, in relation to the re-appointment of Mr. Joseph W. McKay (DIN No. 00384145) who was appointed as an Non- Executive Independent Director of the Company, confirmation consent and approval be and is hereby accorded to the Change in the Designation of Mr. Joseph W. McKay from 'Non-Executive Independent' to Non-Executive Professional.</p> <p>“RESOLVED FURTHER THAT all other terms mentioned in the said Ordinary Resolution passed at the Eighth Annual General Meeting held on 30th September 2013, in relation to the re-appointment of Mr. Joseph W. McKay shall remain unchanged”</p>
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Ordinary
Subject	Change the term of retirement of Mr. Navraj Malhotra from 'not be liable to retire by rotation' to 'liable to retire by rotation'
Resolution	<p>“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification to the Ordinary Resolution passed at the fifth</p>

	<p>Annual General Meeting held on 30th September 2010 , in relation to the appointment of Mr. Navraj Malhotra (DIN No 00225183) as Whole-time Director of the Company, consent be and is hereby accorded to the Change the term of retirement of Mr. Navraj Malhotra from ‘not be liable to retire by rotation’ to ‘liable to retire by rotation’</p> <p>“RESOLVED FURTHER THAT all other terms and conditions as mentioned in the said Ordinary Resolution passed at the Fifth Annual General Meeting held on 30th September 2010 , in relation to the appointment of Mr. Navraj Malhotra as Whole-time Director shall remain unchanged”</p>
Result	<p>Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution</p>

Business	Special Resolution
Subject	Approve Payment of Remuneration to Shri Yuvraj Malhotra, as Chairman & Managing Director ,for balance tenure of his appointment
Resolution	<p>“RESOLVED THAT in accordance with the provisions of Sections,196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of resolution passed at the Fifth Annual General Meeting of the Company held on 30th September 2010 approval of the Company be and is hereby accorded to the payment of remuneration to Shri Yuvraj Malhotra, as Chairman & Managing Director of the Company, for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Yuvraj Malhotra, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.</p> <p>“RESOLVED FURTHER THAT all other terms and conditions in relation to the appointment of Mr. Yuvraj Malhotra as Chairman & Managing Director shall remain</p>

	unchanged” RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Special Resolution

Business	Ordinary
Subject	Appointment of Mr. Harmohinder Singh Dhingra as Independent Director. (DIN-00037089)
Resolution	“ RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Harmohinder Singh Dhingra (DIN No. 00037089) who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018- 19 or 30 th September 2019.”
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Ordinary
Subject	Appointment of Mr. Manoj Kumar More as Independent Director. (DIN No. 000401090)
Resolution	“ RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of

	Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Manoj Kumar More (DIN No. 000401090) who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018- 19 or 30 th September 2019.”
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Ordinary
Subject	Appointment of Mr. Sanjay S Jain as Independent Director. (DIN No. 00152758)
Resolution	RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Sanjay S Jain (DIN No.00152758) who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018- 19 or 30 th September 2019.
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Ordinary
Subject	Appointment of Mr. Navin C Choksi as Independent Director. (DIN No. 00001867)
Resolution	<p>\“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Navin C Chokshi (DIN No. 00001867) who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018- 19 or 30th September 2019</p>
Result	<p>Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution</p>

Business	Ordinary
Subject	Appointment of M/s NNT & Co, Cost Auditors, Mumbai
Resolution	<p>“RESOLVED THAT pursuant to 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 M/s NNT & Co, Cost Auditors, Mumbai reappointed by the Board of Directors of the company to conduct the Cost Audit of the Cost records of the company for the financial year ending 31st March, 2015 be paid remuneration of Rs 55,000/- (Rupees Fifty Five Thousand) plus service tax as applicable.”</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and</p>

	take all such steps as may be necessary, proper or expedient to give effect to this resolution”.
Result	Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Ordinary Resolution

Business	Special
Subject	Approval of Borrowing limit upto Rs.100 crores.
Resolution	<p>RESOLVED BY WAY OF SPECIAL RESOLUTION THAT in supersession of ordinary resolution passed by the shareholders in their Extraordinary General Meeting held on 26th August 2005, and pursuant to Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 (herein after referred to as the “ Act”) or any statutory modification or re-enactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, as it may deem think fit by way of loan , whether as rupee loans, foreign currency loans and/or any other financial facilities including non fund based facilities or issue of any debt securities including without limitations Bonds, debentures, and/ or other instruments whether convertible into equity/preference shares or not and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity /preference shares or in any other form from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, non-resident Indians, Foreign Institutional Investors or other Bodies Corporate or any other persons whether shareholders or not from any other source, located in India or abroad, whether unsecured or secured, and on such terms and conditions as may be considered suitable by the Board of Directors any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 100 Crores”.</p> <p>“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and</p>

	<p>conditions of such borrowings, finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these power to Committee of the Company or any other person.”</p> <p>“RESOLVED FURTHER THAT the Borrowing already availed by the Board within the limit of Rs 100 Crores and all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect.”</p>
Result	<p>Votes Cast in favor of the Resolution 7448056 (99.99%) Votes Cast against the Resolution 5 (0.01%) Passed as Special Resolution</p>

Business	Special
Subject	Approval of creation of charge upto Rs.100 crores against borrowings.
Resolution	<p>“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT in supersession of ordinary resolution passed by the shareholders in their Extraordinary General Meeting held on 26th August 2005, and pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013(herein after referred to as the “ Act”) or any statutory modification or re-enactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company , consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties and assets of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs,</p>

	<p>charges and expenses payable by the Company in respect of such borrowings.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to committee of the Company or any other person.”</p>
Result	<p>Votes Cast in favor of the Resolution 7448056 (99.99%)</p> <p>Votes Cast against the Resolution 5 (0.01%)</p> <p>Passed as Special Resolution</p>

**MALHOTRA
A YURAJ
HIRALAL**

Digitally signed by
MALHOTRA YURAJ
HIRALAL
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