

# 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



**TEL :** 91 - 22- 4042 6565  
**FAX :** 91 - 22 - 4042 6566  
**E-MAIL :** info@hiltonmetal.com  
**VISIT US AT :** www.hiltonmetal.com

3rd October, 2015

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

**Sub: Disclosure on voting results of 10<sup>th</sup> Annual General Meeting of Hilton Metal Forging Limited**

Dear Sir/Madam,

The Tenth Annual General Meeting ('AGM') of the Members of the Company was held on 30<sup>th</sup> September 2015. The requisite quorum was present for the meeting. The details of the resolutions passed are as follows:

Sr. No	Resolutions	E-voting, Ballot voting in lieu of E-voting & Ballot voting at AGM results
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.	Passed by majority
2	Declare dividend on Equity shares for the year ended 31st March, 2015.	Passed by majority
3	To re-appoint Mr. Navraj H Malhotra who retires by rotation.	Passed by majority
4	To appoint M/s R K Chaudhary & Associates, Chartered Accountants as the Statutory Auditors and fixing their Remuneration.	Passed by majority
5	To approve remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2015 for conducting Cost Audit of all applicable products	Passed by majority
6	To appoint Mrs. Diksha Yuvraj Malhotra as the Executive Director of the Company	Passed by majority

*Handwritten signature*

7	To re-Appoint Mr. Yuvraj H Malhotra as a Managing Director of the Company for a tenure of five years	Passed by majority
8	To Re-appoint Mr. Navraj H Malhotra a Whole-time Director of the Company for a tenure of five years	Passed by majority

Also find attached combined scrutinizer report of the voting results of the 10th Annual General Meeting of the Comapny.

Further, pursuant to Clause 35A of listing Agreement, please find enclosed herewith Annexure 'A' giving the details of the voting results on the resolutions passed at the AGM.

Please take the same on your record and acknowledge the receipt.

Thanking you,

Yours sincerely,  
**For Hilton Metal Forging Limited**



**Suryakant Mayani**  
**Compliance Officer**

*Encl: as above*

ANNEXURE 'A'

VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT

Sr. No	Particulars		
1	Date of Annual General Meeting ('AGM')	30th September, 2015	
2	Book Closure Date	Wednesday 23rd September, 2015 to Tuesday 29th September, 2015 (both days inclusive)	
3	Total number of shareholders on record date	6819	
4	No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	5
		Public	25
5	No. of Shareholders attended the meeting through video conferencing	Promoters and Promoter Group	---
		Public	---

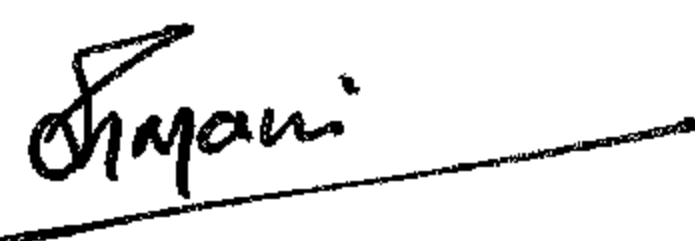
**Outcome of the Annual General Meeting**

The Annual General Meeting of the Members of the Company held on Saturday, September 30, 2015 at 4:00 p.m. at "701, Palm Spring, Link Road, Malad West, Mumbai - 400 064. The mode of voting for all the resolutions were by way of E-voting, voting by Ballot paper at the AGM & voting through ballot forms in lieu of e-voting. The agenda wise details of voting are provided is enclosed herewith as **Annexure-I**

Please take the same on your record and acknowledge the receipt.

Thanking you,

Yours sincerely,  
For Hilton Metal Forging Limited



Suryakant Mayani  
Compliance Officer

Encl: as above

**Annexure-I**

**Resolution No.1 : Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon**

**Resolution Required: Ordinary**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	11147	0.170	11147	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
Total (A)		12443016	39079	0.314	39079	1000	96.441	2.559

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	-	-	-	-	-	-
Total (B)		12443016	-	-	-	-	-	-

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	286453	4.376	286453	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	175788	2.981	175788	-	100.00	-
Total (C)		12443016	462241	3.715	462241	-	100.00	-
Total (A+B+C)		12443016	501320	4.028	500320	1000	99.801	0.199

*Signature*



**Resolution No.2 : Declare dividend on Equity shares for the year ended 31st March, 2015**

**Resolution Required: Ordinary**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	11147	0.170	11147	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
Total (A)		12443016	39079	0.314	38079	1000	96.441	2.559

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	-	-	-	-	-	-
Total (B)		12443016	-	-	-	-	-	-

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	286453	4.376	286453	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	175788	2.981	175788	-	100.00	-
Total (C)		12443016	462241	3.715	462241	-	100.00	-
Total (A+B+C)		12443016	501320	4.028	500320	1000	99.801	0.199

*Pran*

**Resolution No.3 : To re-appoint Mr. Navraj H Malhotra who retires by rotation**

**Resolution Required: Ordinary**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
Total (A)		12443016	27932	0.224	26932	1000	96.420	3.580

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817						
Total (B)		12443016						

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	175788	2.981	175788	-	100.00	-
Total (C)		12443016	175788	1.413	175788	-	100.00	-
Total (A+B+C)		12443016	203270	1.637	202720	1000	99.509	0.491

*Since*

**Resolution No.4 : To Appoint M/s R K Chaudhary & Associates, Chartered Accountants as the Statutory Auditors and fixing their Remuneration**

**Resolution Required: Ordinary**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	11147	0.170	11147	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
Total (A)		12443016	39079	0.314	38079	1000	96.441	2.559

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	-	-	-	-	-	-
Total (B)		12443016	-	-	-	-	-	-

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	286453	4.376	286453	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	175788	2.981	175788	-	100.00	-
Total (C)		12443016	462241	3.715	462241	-	100.00	-
Total (A+B+C)		12443016	501320	4.028	500320	1000	99.801	0.199

*Sign*

**Resolution No.5 : To approve remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2015 for conducting Cost Audit of all applicable products.**

**Resolution Required: Ordinary**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	11147	0.170	11147	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
Total (A)		12443016	39079	0.314	38079	1000	96.441	2.559

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	-	-	-	-	-	-
Total (B)		12443016	-	-	-	-	-	-

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	218053	3.331	218053	-	100.00	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	175788	2.981	175788	-	100.00	-
Total (C)		12443016	393841	3.165	393841	-	100.00	-
Total (A+B+C)		12443016	432920	3.479	431920	1000	99.769	0.231

*Signature*



**Resolution No.6 : To appoint Mrs. Diksha Yuvraj Malhotra as the Executive Director of the Company**

**Resolution Required: Special**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
	Total (A)	12443016	27932	0.224	26932	1000	96.420	3.580

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	-	-	-	-	-	-
	Total (B)	12443016	-	-	-	-	-	-

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	6546199	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	583000	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	5896817	175788	2.981	175788	-	100.00
	Total (C)	12443016	12443016	175788	1.413	175788	-	100.00
	Total (A+B+C)	12443016	12443016	203270	1.637	202720	1000	99.509

*Singh*

**Resolution No.7 : To re-Appoint Mr. Yuvraj H Malhotra as a Managing Director of the Company for a tenure of five years**

**Resolution Required: Special**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
Total (A)		12443016	27932	0.224	26932	1000	96.420	3.580

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	-	-	-	-	-	-
Total (B)		12443016	-	-	-	-	-	-

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	6546199	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	583000	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	5896817	175788	2.981	175788	-	100.00
Total (C)		12443016	12443016	175788	1.413	175788	-	100.00
Total (A+B+C)		12443016	12443016	203270	1.637	202720	1000	99.509

*Pray*

**Resolution No.8 : To Re-appoint Mr. Navraj H Malhotra a Whole-time Director of the Company for a tenure of five years.**

**Resolution Required: Special**

**Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	27932	0.474	26932	1000	96.420	3.580
Total (A)		12443016	27932	0.224	26932	1000	96.420	3.580

**Mode of Voting: Ballot Voting in lieu of E-voting**

1	PROMOTER AND PROMOTER GROUP	6546199	-	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	-	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	-	-	-	-	-	-
Total (B)		12443016	-	-	-	-	-	-

**Mode of Voting: Ballot voting at AGM**

1	PROMOTER AND PROMOTER GROUP	6546199	6546199	-	-	-	-	-
2	PUBLIC INSTITUTIONAL HOLDERS	583000	583000	-	-	-	-	-
3	PUBLIC-OTHERS	5896817	5896817	175788	2.981	175788	-	100.00
Total (C)		12443016	12443016	175788	1.413	175788	-	100.00
Total (A+B+C)		12443016	12443016	203270	1.637	202720	1000	99.509

*Singh*



# *H. P. Sanghvi & Company*

## *Company Secretaries*

401, K Building, Walchand Hirachand Road, Ballrad Estate, Fort, Mumbai- 400 001  
Phone: 022-4002 1712 – 022-3294 6465: e-mail: [hpsanghivico@gmail.com](mailto:hpsanghivico@gmail.com)

The Chairman  
10<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**Hilton Metal Forging Limited**

Held on the 30<sup>th</sup> September, 2015 at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064 at 04.00 P.M.

Dear Sir,

**Re: Consolidated Report on voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (As amended)**

1. I, Haresh Sanghvi, a Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of **Hilton Metal Forging Limited** ("the Company") for the purpose of
  - (i) Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies ( Management and Administration) Rules, 2014 (Rules) ;
  - (ii) Scrutinizing the voting through ballot forms received in lieu of e-voting; and
  - (iii) Voting by Ballot paper under the provisions of Section 109 of the Companies Act 2013 read with Rule 21 of the Rules,

on the resolutions contained in the Notice of the 10<sup>th</sup> Annual General Meeting ( AGM) of the Equity shareholders of the Company held on the 30<sup>th</sup> September, 2015 at 4.00 PM at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting, voting through ballot forms and voting by Ballot papers on the resolution contained in the notice of 10<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process, voting through ballot forms and voting by Ballot papers at the AGM are restricted to ensure that the voting process by e-voting, voting through ballot forms and voting by Ballot papers are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report of the total votes cast "in favour" or "Against" to the Chairman of the AGM on the resolutions, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), an agency appointed by the Company to provide e-voting facilities and the report generated on voting through ballot forms received in lieu of e-voting and voting by Ballot papers at the AGM.
- 3 I have issued separate Scrutinizer's report dated 1<sup>st</sup> October 2015 for the remote e-voting, voting through ballot forms and on the voting by Ballot papers at the AGM on the resolutions contained in the Notice of the AGM.



4. I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting, voting through ballot forms received in lieu of e-voting and voting by Ballot papers at the AGM as under:

Item No.	Vote in favour of the resolution		Votes against the resolution		Invalid / Abstained Votes
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
<b>Item No. 1</b> Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.	500320	99.801	1000	0.199	8400
<b>Item No. 2 :</b> Declare dividend on Equity shares for the year ended 31 <sup>st</sup> March, 2015.	500320	99.801	1000	0.199	8400
<b>Item No. 3 :</b> Re-appoint Mr. Navraj H Malhotra who retires by rotation.	202720	99.509	1000	0.491	306000
<b>Item No. 4 :</b> Appoint M/s R K Chaudhary & Associates, Chartered Accountants as the Statutory Auditors and fixing their Remuneration.	500320	99.801	1000	0.199	8400
<b>Item No. 5 :</b> Approve remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2015 for conducting Cost Audit of all applicable products.	431920	99.769	1000	0.231	76800



Item No.	Vote in favour of the resolution		Votes against the resolution		Invalid / Abstained Votes
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
<b>Item No. 6 :</b> Appoint Mrs. Diksha Yuvraj Malhotra as the Executive Director of the Company.	202720	99.509	1000	0.491	306000
<b>Item No. 7 :</b> Re-Appoint Mr. Yuvraj H Malhotra as a Managing Director of the Company for a tenure of five years.	202720	99.509	1000	0.491	306000
<b>Item No. 8 :</b> Re-Appoint Mr. Navraj H Malhotra a Whole-time Director of the Company for tenure of five years.	202720	99.509	1000	0.491	306000

5. I hereby confirm that I am maintaining the registers received from the service providers both electronically / manually, in respect of the votes cast through e-voting, voting through ballot forms and voting by Ballot papers at the AGM by the shareholders of the Company. I shall be arranging to handover this record to you or such other person as authorized by you.

**H. P. SANGHVI & COMPANY**  
Practicing Company Secretaries



**HARESH SANGHVI**  
Proprietor  
CoP No. 3675/ FCS 2259

Place: Mumbai

Date : 1st October, 2015.