

**Proceedings of the Tenth Annual General Meeting of the Members of Hilton Metal Forgings Limited held on Wednesday, 30<sup>th</sup> September 2015 at 04.00 p.m. at 701, Palm Spring, Link Road, Malad (West), Mumbai-400 064.**

Mr. Yuvraj Malhotra - Chairman & Managing Director of the Company presided over the meeting and welcomed the Members to the 10th AGM of the Company.

A total of 30 (Thirty) Members attended the AGM as per the Members attendance register. All the Directors of the Company were present at the AGM. The representatives of the Statutory Auditors and the Secretarial Auditors were also present at the AGM.

The Chairman stated that pursuant to provisions of section 103 of Companies Act, 2013, the requisite quorum was present and hence declared the meeting to be commenced.

The Chairman then stated that the Statutory Registers were made available for the members inspection at the AGM venue.

With the permission of members Notice convening the AGM, Directors Report on operations of Company and Audited financial statements were taken as read.

The Chairman apprised that Auditor's Report was not required to be read as there were no qualifications/comments/suggestions.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of section 108 of the Companies Act, 2013, read with the rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, the Company extended the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda items specified in the Notice of the 10th AGM.

The remote e-voting period was commenced on Friday, 25th September, 2015 at 10.00 AM and ended on Monday, 28th September, 2015 at 5.00 PM. Members were informed that those who had no access to e-voting facility, were provided ballot forms along with the notice of the AGM and Annual Report



Further, Members were informed that those who had not voted through e-voting and ballot forms provided in lieu of e-voting, the facility for voting by way of ballot papers was made available at the AGM and the ballot papers along with the empty Ballot box were kept at the entrance of the venue.

Mr. Haresh P Sanghvi ( F C S N o . 2 2 5 9 ) , Practising Company Secretary, was appointed by the Board to Scrutinize the e-voting process, voting through ballot forms provided in lieu of e-voting as well as voting by way of ballot papers at the AGM for the resolutions included in the Notice of the 10th AGM.

He further stated that voting process by ballot papers shall be taken up after Shareholders discussion on the Company Accounts.

The Chairman invited Members to participate in discussion on the Financial Statements for the year ended 31st March 2015.

Thereafter on invitation by Chairman, several members viz, Mrs. Lekha Shah , Mr. Satish Shah and others raised queries and clarifications on matters like Projects of the Company, Dividend Policy, Planning for better profitability etc which were very well answered by Mr. Yuvraj Malhotra, Chairman & Managing Director.

The Chairman then proceeded with the businesses to be transacted and all the resolutions of Ordinary and Special Business as set out in Item No.1 to 8 of the notice of 10<sup>th</sup> Annual General Meeting, were proposed and seconded by the members present there.

Thereafter, the Chairman requested all the members to participate in the voting process by ballot papers at the AGM, whoever had not voted electronically and physically by ballot forms in lieu of e-voting. He also informed all the members to deposit the ballot papers duly signed by them in the Ballot Box kept at the Meeting and requested Mr. Haresh P.Sanghvi, Practising Company Secretary and Ms. Lekha Shah, Member of the Company to take over voting proceedings and submit their report accordingly.

He, then, requested Mr. Haresh Sanghvi, Scrutinizers for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.



The Chairman then declared that the Combined results of e-voting, voting through ballot forms provided in lieu of e-voting as well as voting by way of ballot papers at the AGM would be intimated on or before 1st October, 2015.

The Chairman extended the vote of thanks to all the Board members and all the shareholders of the Company and concluded the meeting.

The Resolutions passed by the Members with requisite majority were related to the following:

1. Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 and the reports of the Board of Directors and Auditors of the Company.
2. Declaration dividend at the rate of Re. 0.25/- per share.
3. Appointment of Mr. Navraj H Malhotra, Director who retires by rotation and being eligible offers himself for reappointment.
4. Ratification of appointment of Statutory Auditors and to authorize Board of Directors to fix their remuneration.
5. Approved remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2016 for conducting Cost Audit of all applicable products.
6. Appointed Mrs. Diksha Yuvraj Malhotra, as the Executive Director of the Company.
7. Re-Appointed Mr. Yuvraj H Malhotra as a Managing Director of the Company for a tenure of five years.
8. Re-Appointed Mr. Navraj H Malhotra as Whole-time Director of the Company for a tenure of five years.

The consolidated Scrutinizer's Report and disclosures on the voting results were notified to the Stock Exchanges under Clause 35A of the Listing Agreement.

For Hilton Metal Forgings Limited.



Suryakant Mayani  
Compliance Officer

Date: 30th September 2015  
Place: Mumbai