



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

GOVT. RECOGNIZED EXPORT HOUSE

CIN : L 26900 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

30th September, 2016

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
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## Sub: Disclosure on voting results of 11<sup>th</sup> Annual General Meeting of Hilton Metal Forging Limited

Dear Sir/Madam,

The Eleventh Annual General Meeting ('AGM') of the Members of the Company was held on 28<sup>th</sup> September 2016. 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, 2016, the reports of the Board of Directors and Auditors thereon.	Passed by majority
2	To re-appoint Mrs. Diksha Malhotra who retires by rotation.	Passed by majority
3	To ratify the appointment of M/s R K Chaudhary & Associates, Chartered Accountants as the Statutory Auditors and fixing their Remuneration	Passed by majority
4	To approve remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2017 for conducting Cost Audit of all applicable products	Passed by majority
5	To appoint Mr. Rajiv Sushil Verma as the Independent Director of the Company for a tenure of five years	Passed by majority

Please find enclosed the following:

1. Combined scrutinizer report of the voting results of the 11th Annual General Meeting of the Company.
2. Voting Results as required pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Annual Report for the financial year 2015-16 as required under Regulation 34 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per provisions of the Companies Act, 2013.

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*

# *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

The Chairman

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

Held on the 28<sup>th</sup> September, 2016 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 the Companies ( Management and Administration) Rules, 2014 (as amended)**

1. I, Haresh Sanghvi of H P Sanghvi & Co., Company Secretaries in practice, Mumbai, has been appointed by the Board of Directors of **Hilton Metal Forging Limited** (“the Company”) at its meeting held on 5<sup>th</sup> August, 2016 for the purpose of:
  - i. Scrutinizing the e-voting process under the provisions of section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014;
  - ii. Scrutinizing the voting through ballot forms received in lieu of e-voting; and
  - iii. Voting through 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 11<sup>th</sup> Annual General Meeting (AGM) of the Equity shareholders of the Company held on the 28<sup>th</sup> September, 2016 at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064 at 04.00 P.M.

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 and voting by Ballot papers on the resolution contained in the notice of 11<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 received in lieu of e-voting and voting by Ballot papers at the AGM are restricted to ensure that the voting process by e-voting, voting through ballot forms received in lieu of e-voting 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.



# 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: hpsanghvic@gmail.com

- I have issued separate Scrutinizer's report dated 30<sup>th</sup> September, 2016 for the remote e-voting, voting through ballot forms received in lieu of e-voting and on the voting by Ballot papers at the AGM on the resolutions contained in the Notice of the AGM.
- I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting by Ballot papers at the AGM as under:

**Item No. 1: Adoption of the Audited Financial Statement and Reports thereon for the year ended March 31, 2016 and Audited Consolidated Financial Statements for the year ended March 31, 2016**

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	29	1032493	33	1034033	99.99
Dissent	2	110	-	-	-	-	2	110	0.01
Invalid Votes / Abstained from voting	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.

**Item No. 2: Re-appointment of Mrs. Diksha Malhotra as Director who retires by rotation**

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	24	1541	28	3081	96.55
Dissent	2	110	-	-	-	-	2	110	3.45
Invalid Votes / Abstained from voting	-	-	-	-	6	1030977	6	1030977	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.



# H. P. Sanghvi & Company

Company Secretaries

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Phone: 022-4002 1712 – 022-3294 6465: e-mail: hpsanghvi@gmail.com

## Item No. 3: Ratification of Appointment of M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai and to fix their remuneration.

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	29	1032493	33	1034033	99.99
Dissent	2	110	-	-	-	-	2	110	0.01
Invalid Votes / Abstained from voting	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.

## Item No. 4: Ratification of remuneration of Cost Auditors for F.Y.16-17.

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	29	1032493	33	1034033	99.99
Dissent	2	110	-	-	-	-	2	110	0.01
Invalid Votes / Abstained from voting	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.



# 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: hpsanghvi@gmail.com

## Item No. 5: Appointment of Mr. Rajiv Sushil Verma as an Independent Director of the Company for the period of five year.

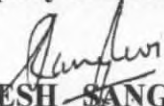
Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	29	1032493	33	1034033	99.99
Dissent	2	110	-	-	-	-	2	110	0.01
Invalid Votes / Abstained from voting	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 5 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.

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 and voting by Ballot papers at the AGM by the shareholders of the Company. I shall be arranging to handover this record to the Director authorized by the Board for safe keeping.

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



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

Place: Mumbai

Date : 30th September, 2016

**DISCLOSURE AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Sr. No	Particulars	
1	Date of Annual General Meeting ('AGM')	28th September, 2016
2	Book Closure Date	Monday 19th September, 2016 to Wednesday 28th September, 2016 (both days inclusive)
3	Total number of shareholders on record date	6673
4	No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group 5
		Public 32
5	No. of Shareholders attended the meeting through video conferencing	Promoters and Promoter Group ---
		Public ---

**Outcome of the Annual General Meeting**

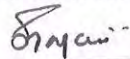
The Annual General Meeting of the Members of the Company held on Wednesday, 28th September, 2016 at 4:00 p.m. at 701, Palm Spring, Link Road, Malad East, Mumbai - 400 064. The mode of voting for all the resolutions were by way of E-voting, voting by Ballot paper at the AGM & voting through ballot forms 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**

  
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**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, 2016, the reports of the Board of Directors and Auditors thereon**

**Resolution Required: Ordinary**

Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	6546199	0	0.00	0	0	0.000	0.000
	Poll		1030952	15.75	1030952	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>6546199</b>	<b>1030952</b>	<b>15.75</b>	<b>1030952</b>	<b>0</b>	<b>100.000</b>
Public Institutions	E-voting	583000	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>583000</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public Non-Institutions	E-voting	5313817	1650	0.03	1540	110	93.333	6.667
	Poll		1541	0.03	1541	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>5313817</b>	<b>3191</b>	<b>0.06</b>	<b>3081</b>	<b>110</b>	<b>96.553</b>
<b>Total</b>		<b>12443016</b>	<b>1034143</b>	<b>8.31</b>	<b>1034033</b>	<b>110</b>	<b>99.989</b>	<b>0.011</b>





**Resolution No.2 : Re-appoint Mrs. Diksha Malhotra who retires by rotation**

**Resolution Required: Ordinary**

Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	6546199	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>6546199</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Institutions	E-voting	583000	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>583000</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	5313817	1650	0.03	1540	110	93.333	6.667
	Poll		1541	0.03	1541	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>5313817</b>	<b>3191</b>	<b>0.06</b>	<b>3081</b>	<b>110</b>	<b>96.553</b>	<b>3.447</b>
<b>Total</b>		<b>12443016</b>	<b>3191</b>	<b>0.06</b>	<b>3081</b>	<b>110</b>	<b>96.553</b>	<b>3.447</b>



**Resolution No.3 : Ratify the appointment of M/s R K Chaudhary & Associates, Chartered Accountants as the Statutory Auditors and fixing their Remuneration**

**Resolution Required: Ordinary**

Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		<b>1</b>	<b>2</b>	<b>(3)=[(2)/(1)]*100</b>	<b>4</b>	<b>5</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter group	E-voting	6546199	0	0.00	0	0	0.000	0.000
	Poll		1030952	15.75	1030952	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>6546199</b>	<b>1030952</b>	<b>15.75</b>	<b>1030952</b>	<b>0</b>	<b>100.000</b>
Public Institutions	E-voting	583000	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>583000</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public Non-Institutions	E-voting	5313817	1650	0.03	1540	110	93.333	6.667
	Poll		1541	0.03	1541	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>5313817</b>	<b>3191</b>	<b>0.06</b>	<b>3081</b>	<b>110</b>	<b>96.553</b>
<b>Total</b>		<b>12443016</b>	<b>1034143</b>	<b>8.31</b>	<b>1034033</b>	<b>110</b>	<b>99.989</b>	<b>0.011</b>



**Resolution No.4 : Approve remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2017 for conducting Cost Audit of all applicable products**

**Resolution Required: Ordinary**

Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	6546199	0	0.00	0	0	0.000	0.000
	Poll		1030952	15.75	1030952	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>6546199</b>	<b>1030952</b>	<b>15.75</b>	<b>1030952</b>	<b>0</b>	<b>100.000</b>
Public Institutions	E-voting	583000	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>583000</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public Non-Institutions	E-voting	5313817	1650	0.03	1540	110	93.333	6.667
	Poll		1541	0.03	1541	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>5313817</b>	<b>3191</b>	<b>0.06</b>	<b>3081</b>	<b>110</b>	<b>96.553</b>
<b>Total</b>		<b>12443016</b>	<b>1034143</b>	<b>8.31</b>	<b>1034033</b>	<b>110</b>	<b>99.989</b>	<b>0.011</b>



**Resolution No. 5 : Appoint Mr. Rajiv Sushil Verma as the Independent Director of the Company for a tenure of five years**

**Resolution Required: Ordinary**

Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	6546199	0	0.00	0	0	0.000	0.000
	Poll		1030952	15.75	1030952	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>6546199</b>	<b>1030952</b>	<b>15.75</b>	<b>1030952</b>	<b>0</b>	<b>100.000</b>
Public Institutions	E-voting	583000	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>583000</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public Non-Institutions	E-voting	5313817	1650	0.03	1540	110	93.333	6.667
	Poll		1541	0.03	1541	0	100.000	0.000
	ballot forms received in lieu of e-voting		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>5313817</b>	<b>3191</b>	<b>0.06</b>	<b>3081</b>	<b>110</b>	<b>96.553</b>
<b>Total</b>		<b>12443016</b>	<b>1034143</b>	<b>8.31</b>	<b>1034033</b>	<b>110</b>	<b>99.989</b>	<b>0.011</b>

