

Hilton Metal Forging Ltd. TM

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

Date: 28th September, 2016

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

Ref: Proceedings of the 11th Annual General Meeting held on 28th September, 2016

Dear Sir,

In terms of Regulation 30 read with part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the outcome of 11th Annual General Meeting of the Company held on Wednesday, 28th September, 2016 at 701, Palm Spring, Link Road, Malad (West), Mumbai-400 064.

In addition to thereof we are submitting the gist of proceedings of the meeting of the members of the Company so held on 28th September, 2016 for your information and records.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,

FOR HILTON METAL FORGING LTD

COMPLIANCE OFFICER

Encl: As above

Proceedings of the Eleventh Annual General Meeting of the Members of Hilton Metal Forgings Limited held on Wednesday, 28th September 2016 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 11th AGM of the Company.

A total of 37 (Thirty Seven) 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 member's 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.

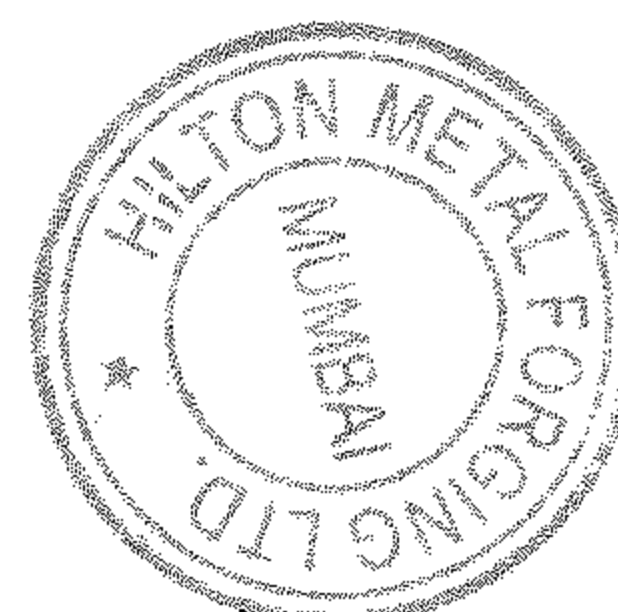
The Chairman apprised that Auditor's Report was not required to be read as there were no qualifications/comments/suggestions.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2016 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 Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation (44) (1) of SEBI (LODR) Regulations, 2015, 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 11th AGM.

The remote e-voting period was commenced on Sunday, 25th September, 2016 at 10.00 AM and ended on Tuesday, 27th September, 2016 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.



Signature

Mr. Haresh P Sanghvi (FCS No.2259), 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 11th 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 2016.

Thereafter on invitation by Chairman, several members viz, Mr. Anil Parekh, Mrs. Chetna Anil Parekh and others raised queries and clarifications on matters like future 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 the following items of business, as set out in the notice of 11th Annual General Meeting, were proposed and seconded by the members present there.

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the reports of the Board of Directors and Auditors of the Company.
2. Appointment of Mrs. Diksha Malhotra (DIN 01393249) who retires by rotation and being eligible offers herself for reappointment.
3. Ratification of appointment of Statutory Auditors and to authorize Board of Directors to fix their remuneration.
4. Approved remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2017 for conducting Cost Audit of all applicable products.
5. Appointment of Mr. Rajiv Sushil Verma, as the Independent Director of the Company for a tenure of five years.

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.



A handwritten signature in black ink, appearing to be "S" followed by a long horizontal stroke.

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 30th September, 2016.

The Chairman extended the vote of thanks to all the Board members and all the shareholders of the Company and concluded the meeting and further confirmed that the meeting is called, convened and conducted in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard-2 as issued by the Institute of Company Secretaries of India.

For Hilton Metal Forgings Limited.



COMPLIANCE OFFICER

