



Hilton Metal Forging Ltd. TM

GOVT. RECOGNIZED EXPORT HOUSE

CIN : L-28900 MH 2005 PIC 154986

CORPORATE OFFICE :
204, TANISHKA COMMERCIAL BUILDING,
AKURLI ROAD, KANDIVALI (EAST)
MUMBAI – 400101



Certificate : 44 100 021868-E3



TÜVRheinland®
Precisely Right.

REGISTERED OFFICE :
701, PALMSRING, PALMCOURT COMPLEX,
LINK ROAD, MALAD (WEST),
MUMBAI - 400 064.

Date: 17th November, 2018

| | |
|--|---|
| BSE 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: HILTON |
|--|---|

Sub: Disclosure on voting results of Extra – Ordinary General Meeting of Hilton Metal Forging Limited.

Dear Sir/Madam,

The Extra – Ordinary General Meeting (EGM) of the Members of the Company was held on 16th November, 2018. The requisite quorum was present for the meeting. The details of the resolutions passed are as follows:

| Sr. No | Resolutions | E-voting and Ballot voting results |
|--------|--|------------------------------------|
| | SPECIAL BUSINESS | |
| 1. | Issue of 6% Optionally Convertible Debenture (OCDs) on Preferential Basis | Passed by Requisite majority |
| 2. | Issue of Shares towards interest liability on 6% Optionally Convertible Debenture (OCDs) | Passed by Requisite majority |

Please find enclosed the following:

1. Voting Results as required pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as Annexure-I.
2. Combined scrutinizer report of the voting results of the Extra - Ordinary General Meeting of the Company.



WORKS : PLOT NO. 1,2,3,15,16,17,20,21,25,26,28,29 & 30, SHAH & MEHTA IND. ESTATE, VILLAGE GHONSAI, TAL. WADA, DIST. PALGHAR

PINCODE : 421 312. TEL. : 02526 307900 FAX : 02526 307901

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

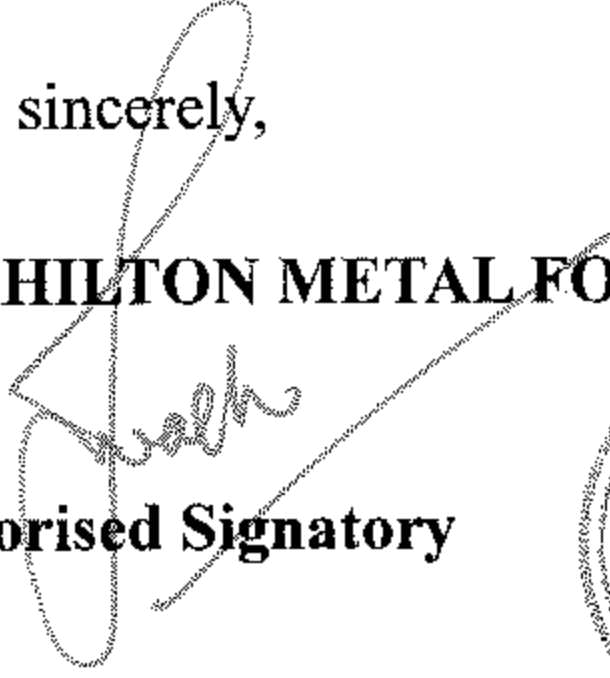
Please take the same on your record and acknowledge the receipt.

Thanking you,

Yours sincerely,

FOR HILTON METAL FORGING LIMITED

Authorised Signatory

A handwritten signature in black ink, appearing to be 'S. Kulkarni', written over a diagonal line that extends from the signature towards the stamp.

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') | | 16 th November, 2018 |
| 2 | Book Closure Date | | Friday, 9 th November, 2018 to Friday 16 th November, 2018 (both days inclusive) |
| 3 | Total number of shareholders on record date | | 8690 |
| 4 | No. of Shareholders present in the meeting either in person or through proxy | Promoters and Promoter Group | 3 |
| | | Public | 43 |
| 5 | No. of Shareholders attended the meeting through video conferencing | Promoters and Promoter Group | 0 |
| | | Public | 0 |

FOR HILTON METAL FORGING LIMITED

Authorized Signatory



Resolution No. 1 : Issue of 6% Optionally Convertible Debenture (OCDs) on Preferential Basis.

Resolution Required: Special

| 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 | 6164962 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 6153962 | 99.82 | 6153962 | 0 | 100 | 0 |
| | Total | 6164962 | 6153962 | 99.82 | 6153962 | 0 | 100 | 0 |
| Public Institutions | E-voting | 6502 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 6502 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-voting | 6271552 | 210 | 0 | 210 | 0 | 100 | 0 |
| | Poll | | 6473 | 0.10 | 6473 | 0 | 100 | 0 |
| | Total | 6271552 | 6683 | 0.11 | 6683 | 0 | 100 | 0 |
| Total | | 12443016 | 6160645 | 49.51 | 6160645 | 0 | 100 | 0 |

Resolution No. 2 : Issue of Shares towards interest liability on 6% Optionally Convertible Debenture (OCDs).

Resolution Required: Special

| Category | Mode of Voting | No. of shares held | No of votes polled | % of Votes on Polled 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 | 6164962 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 6153962 | 99.82 | 6153962 | 0 | 100 | 0 |
| | Total | 6164962 | 6153962 | 99.82 | 6153962 | 0 | 100 | 0 |
| Public Institutions | E-voting | 6502 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 6502 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non-Institutions | E-voting | 6271552 | 210 | 0 | 210 | 0 | 100 | 0 |
| | Poll | | 6479 | 0.10 | 6479 | 0 | 100 | 0 |
| | Total | 6271552 | 6689 | 0.11 | 6689 | 0 | 100 | 0 |
| Total | | 12443016 | 6160651 | 49.51 | 6160651 | 0 | 100 | 0 |

Notes: 1) The number of votes does not include invalid votes.

2) All the above were passed by requisite majority.

Haresh Sanghvi

Practicing Company Secretary

306-308, K Building, W. H. Marg, Ballard Estate, Fort, Mumbai- 400 001
Phone: 022-4002 1712 , 022-2263 1149; e-mail: hpsanghvi@gmail.com

The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders of
Hilton Metal Forging Limited

Held on the 16th November, 2018 at the 204, Tanishka Commercial Building, Akurli Road, Near - Growel 101 Mall, Kandivali - East Mumbai 400101 at 10.00 A.M.

Dear Sir,

Re: Consolidated Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rules framed thereunder and voting conducted at the AGM.

I, Haresh Sanghvi, Practicing Company Secretary, had been appointed by the Board of Directors of **Hilton Metal Forging Limited** ("the Company") at its meeting held on 17th October, 2018 for the purpose of:

- i. Scrutinizing the e-voting process under the provisions of section 108 of the Companies Act, 2013 and the rules framed thereunder; and
- ii. Voting through Ballot paper at the Extra – Ordinary General Meeting (EGM)

on the resolutions contained in the Notice of the Extra – Ordinary General Meeting (EGM) of the Equity shareholders of the Company held on the 16th November 2018.

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 at the EGM on the resolution contained in the notice of EGM of the Company. My responsibilities as a scrutinizer for the e-voting process and voting by Ballot papers at the EGM are restricted to ensure that the voting process by e-voting and voting by Ballot papers are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report on the total votes cast "in favour" or "against" the resolutions stated above, 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 by Ballot papers at the AGM.

**Report of the Scrutinizer on E-voting and & Poll by the shareholders of
Hilton Metal Forging Limited**

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Haresh Sanghvi

Practicing Company Secretary

306-308, K Building, W. H. Marg, Ballard Estate, Fort, Mumbai- 400 001
Phone: 022-4002 1712 , 022-2263 1149; e-mail: hpsanghvi@gmail.com

3. I have issued a separate Scrutinizer's report dated 17th November 2018 for the remote e-voting and on the voting by Ballot papers at the EGM on the resolutions contained in the Notice of the EGM.

4. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting by Ballot papers at the EGM as under:

Notes:

1. Percentage of votes cast in favour, or against the resolutions, are calculated based on the valid votes cast through Remote E-Voting and Voting by Ballot at the venue of the meeting by the Members Present and Voting

Item No. 1: Issue of 6% Optionally Convertible Debenture (OCDs) on Preferential Basis.

| Particulars | Remote e-Votes | | Voting at EGM | | Total | | Percent age of valid votes |
|--|----------------|------------|---------------|----------------|-----------|----------------|----------------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 210 | 33 | 6160435 | 49 | 6160645 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 16 | 210 | 33 | 6160435 | 49 | 6160645 | 100.00 |
| Invalid Votes /Reject/ Abstained from voting | 0 | 0 | 5 | 15 | 5 | 15 | 0 |

Report of the Scrutinizer on E-voting and & Poll by the shareholders of
Hilton Metal Forging Limited

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Haresh Sanghvi

Practicing Company Secretary

306-308, K. Building, W. H. Marg, Bullard Estate, Fort, Mumbai- 400 001
Phone: 022-4002 1712 , 022-2263 1149; e-mail: hpsanghvi@gmail.com

Item No. 2: Issue of Shares towards interest liability on 6% Optionally Convertible Debenture (OCDs)

| Particulars | Remote e-Votes | | Voting at EGM | | Total | | Percentage of valid votes |
|--|----------------|------------|---------------|----------------|-----------|----------------|---------------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 210 | 35 | 6160441 | 51 | 6160651 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 16 | 210 | 35 | 6160441 | 51 | 6160651 | 100.00 |
| Invalid Votes /Reject/ Abstained from voting | 0 | 0 | 3 | 9 | 3 | 9 | 0 |

5. I hereby confirm that I am maintaining the registers received from the service providers electronically and/or manually, in respect of the votes cast through e-voting and voting by Ballot papers at the EGM by the shareholders of the Company. I shall be arranging to handover this record to the Company Secretary for safe keeping.



Haresh Sanghvi
HARESH SANGHVI
Practicing Company Secretary
FCS-2259 COP-3675

Place : Mumbai
Date : 17/11/2018

**Report of the Scrutinizer on E-voting and & Poll by the shareholders of
Hilton Metal Forging Limited**