



# 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



Precisely Right.

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Date: 30<sup>th</sup> June, 2021

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

**Re.: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2021 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2021.

Kindly take the same on records.

Thanking You,

Yours sincerely,

For HILTON METAL FORGING LIMITED

  
Chairman & Managing Director  
Yuvraj Malhotra

DIN:00225156

Encl: As above

**Secretarial Compliance Report**  
**of**  
**HILTON METAL FORGING LIMITED**  
(CIN: L28900MH2005PLC154986)  
**for the year ended 31<sup>st</sup> March, 2021**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

I, **Shreya Shah** have examined:

- (a) the documents and records made available to me and explanation provided by **Hilton Metal Forging Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Ltd. and National Stock Exchange of India Ltd.,
- (c) website of the listed entity, and
- (d) other books, papers, minute books and other records maintained by the Company and produced before me for verification which has been relied upon to make this certification,

The following Regulations prescribed under the SEBI Act, whose provisions and the circulars/ guidelines issued thereunder, have been examined:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015");
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations, 2015"); and
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the year ended 31<sup>st</sup> March, 2021 ("Period") under review:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

and based on the above examination and verification of the documents and records produced before me and according to the information and explanations given to me by the Company, I hereby report that, during the Period under review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below;



**SHREYA SHAH**  
**Practising Company Secretary**

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	Regulation 6(1) of SEBI (LODR), Regulations 2015	Non-appointment of Qualified Company Secretary as the compliance officer for the period from 1 <sup>st</sup> April, 2020 and 16 <sup>th</sup> August, 2020	The Company represented that due to lock down consequent to Covid-19 Pandemic the selected candidate had declined to join from May 2020 and instead, joined from 17 <sup>th</sup> August, 2020.  The Company had received review notices from the exchanges for the alleged non-compliance for which waiver request application along with requisite clarifications was submitted to the exchanges. The said waiver request was accepted and approved by the exchanges.
2	Regulation 23(9) of SEBI (LODR), Regulations 2015	Non-submission of disclosure of related party transactions for half year ended 30 <sup>th</sup> September, 2020	As represented by the management of the Company, no material related party transactions were undertaken for half year ended 30 <sup>th</sup> September, 2020.  The Company had received review notices from the exchanges for the alleged non-compliance for which waiver request application along with requisite clarifications was submitted to the exchanges. Thereafter, no further correspondence was received from the exchanges in this regard.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practising Company Secretary
1	NSE/LIST-SOP/REG 6(1)/FINES/10166 1 dated 31 <sup>st</sup> August, 2020	Non-compliance with Regulation 6(1) of SEBI (LODR) Regulations, 2015 for quarter ended 30 <sup>th</sup> June, 2020	Fine of INR 35,400/-	On receipt of review notices from the stock exchanges for alleged non-compliance under the said regulation, the waiver request
2	Email from BSE		Fine of INR	



**SHREYA SHAH**  
**Practising Company Secretary**

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practising Company Secretary
	dated 31 <sup>st</sup> August, 2020		35,400/-	application along with the requisite representations has been submitted to the exchanges and the said waiver request has been accepted and approved by the both the exchanges.
3	NSE/LIST-SOP/COMB/FINE S/0812 dated 20 <sup>th</sup> November, 2020	Non-compliance with Regulation 6(1) of SEBI (LODR) Regulations, 2015 for quarter ended 30 <sup>th</sup> September, 2020	Fine of INR 55,460/-	
4	Email from BSE with Ref: SOP-CReview-Nov20 dated 20 <sup>th</sup> November, 2020		Fine of INR 55,460/-	
5	NSE/LIST-SOP/REG-23/FINES/0814 dated 18 <sup>th</sup> January, 2021	Non-compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015 for half year ended 30 <sup>th</sup> September, 2020	Fine of INR 2,30,100/-	On receipt of review notices from the stock exchanges for alleged non-compliance under the said regulation, the waiver request application along with the requisite representations has been submitted to the exchanges. Thereafter, no further correspondence was received from the exchanges in this regard.
6	Email from BSE with SOP-CReview-Jan2021 (18/01/2021) dated 18 <sup>th</sup> January, 2021		Fine of INR 2,30,100/-	

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:


Sr. No.	Observations/ Remarks of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	Regulation 6(1) of SEBI (LODR) regulations, 2015-  Non-appointment of Qualified Company Secretary as the compliance officer	Year ended 31 <sup>st</sup> March, 2020	The Company appointed Qualified Company Secretary as the compliance officer w.e.f. 17 <sup>th</sup> August, 2020.	The vacancy was filled w.e.f. 17 <sup>th</sup> August, 2020 by appointment of the Company Secretary as the compliance officer
2	Regulation 29 (2) of SEBI (LODR) Regulations, 2015	Year ended 31 <sup>st</sup> March, 2020	The Company submitted requisite clarifications to the	The Company paid penal fees under SEBI SOP



**SHREYA SHAH**  
**Practising Company Secretary**

Sr. No.	Observations/ Remarks of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
	Delay in furnishing prior intimation of Meeting of Board of Directors held to approve quarterly financial results for quarter ended 30 <sup>th</sup> June 2019		stock exchanges in this regard and paid penal fees under SEBI SOP guidelines	guidelines.
3	Clause (1)(i) and (1)(j) of Part "B" and Clause (2)(h), (9)(q) Part (C) of Schedule V read with Regulation 34 (3) of SEBI (LODR) regulations, 2015 –  Details required under said clauses were not incorporated in the Annual Report for FY 18-19	Year ended 31 <sup>st</sup> March, 2020	No action taken by the Company	According to explanation given by the Company, it was not feasible to take corrective action

**Place: Mumbai**  
**Date: 30<sup>th</sup> June, 2021**

  
*Shreya H. Shah*  
**Shreya Shah**  
**Practising Company Secretary**  
**ACS No.: 39409/CoP No.: 15859**  
**UDIN: A039409C000559918**

**Note:** Due to restricted movement amid COVID-19 pandemic, no compliance documents were verified physically at the Company's premises for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.