

*Haresh Sanghvi*  
*Practicing Company Secretary*

The Chairman  
13th Annual General Meeting ("AGM") of the Equity Shareholders of  
**Hilton Metal Forging Limited**

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 10th August, 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 AGM.

on the resolutions contained in the Notice of the 13th Annual General Meeting (AGM) of the Equity shareholders of the Company held on the 28th September, 2018 at the Whispering Palms Club House, Whispering Palms, Lokhandwala Town Ship, Kandivali East, Mumbai 400 101 at 03.30 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 at the AGM on the resolution contained in the notice of 13th AGM of the Company. My responsibility as a scrutinizer for the e-voting process and voting by Ballot papers at the AGM 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.



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](mailto:hpsanghvi@gmail.com)

*Hareesh Sanghvi*  
Practicing Company Secretary

3. I have issued a separate Scrutinizer's report dated 29th September, 2018 for the remote e-voting and on the voting by Ballot papers at the AGM on the resolutions contained in the Notice of the AGM.
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 AGM as under:

**Item No. 1: Adoption of the Audited Financial Statements and Reports thereon for the financial year ended 31st March, 2018, together with the report of the Directors' and the Auditor's thereon.**

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	336	54	6161413	66	6161749	99.943
Dissent	3	3525	0	0	3	3525	0.057
<b>Total</b>	<b>15</b>	<b>3861</b>	<b>54</b>	<b>6161413</b>	<b>69</b>	<b>6165274</b>	<b>100</b>
Invalid Votes / Abstained from voting	0	0	2	12	2	12	0

**Item No. 2: Re-appointment of Mrs. Diksha Yuvraj Malhotra (DIN: 01393249) as Executive Director who retires by rotation.**

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	336	49	343616	61	343952	98.982
Dissent	3	3525	0	0	3	3525	1.014
<b>Total</b>	<b>15</b>	<b>3861</b>	<b>49</b>	<b>343616</b>	<b>64</b>	<b>347477</b>	<b>99.96</b>
Invalid Votes / Abstained from voting	0	0	2	12	2	12	0.004



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](mailto:hpsanghvi@gmail.com)

*Hareesh Sanghvi*  
*Practicing Company Secretary*

**Item No. 3: Appointment of M/s. Anil Bansal & Associates, Chartered Accountants as Statutory Auditors of the Company for filling casual vacancy caused by the resignation of M/s. R Jaitlia & Co. Chartered Accountants**

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	336	54	6161413	66	6161749	99.943
Dissent	3	3525	0	0	3	3525	0.057
<b>Total</b>	<b>15</b>	<b>3861</b>	<b>54</b>	<b>6161413</b>	<b>69</b>	<b>6165274</b>	<b>100</b>
Invalid Votes / Abstained from voting	0	0	2	12	2	12	0

**Item No. 4: Appointment of M/s. Anil Bansal & Associates, Chartered Accountants as the Statutory Auditors of the Company for a term of up to five years and fixing their remuneration.**

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	336	54	6161413	66	6161749	99.943
Dissent	3	3525	0	0	3	3525	0.057
<b>Total</b>	<b>15</b>	<b>3861</b>	<b>54</b>	<b>6161413</b>	<b>69</b>	<b>6165274</b>	<b>100</b>
Invalid Votes / Abstained from voting	0	0	2	12	2	12	0

**Item No. 5: Regularisation of Additional Director, Mr. Sukesh Kumar Joshi, by appointing him as Independent Director of the Company**

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	336	54	6161413	66	6161749	99.943
Dissent	3	3525	0	0	3	3525	0.057
<b>Total</b>	<b>15</b>	<b>3861</b>	<b>54</b>	<b>6161413</b>	<b>69</b>	<b>6165274</b>	<b>100</b>
Invalid Votes / Abstained from voting	0	0	2	12	2	12	0



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](mailto:hpsanghvi@gmail.com)

*Haresh Sanghvi*  
*Practicing Company Secretary*

**Item No. 6: Remuneration of Cost Auditor for the financial year ending 31st March, 2019**

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	336	54	6161413	66	6161749	99.943
Dissent	3	3525	0	0	3	3525	0.057
<b>Total</b>	<b>15</b>	<b>3861</b>	<b>54</b>	<b>6161413</b>	<b>69</b>	<b>6165274</b>	<b>100</b>
Invalid Votes / Abstained from voting	0	0	2	12	2	12	0

**Item No. 7: Reappointment of Mrs. Diksha Yuvraj Malhotra (DIN: 01393249)**

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	336	54	6161413	66	6161749	99.943
Dissent	3	3525	0	0	3	3525	0.057
<b>Total</b>	<b>15</b>	<b>3861</b>	<b>54</b>	<b>6161413</b>	<b>69</b>	<b>6165274</b>	<b>100</b>
Invalid Votes / Abstained from voting	0	0	2	12	2	12	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 AGM by the shareholders of the Company. All relevant records were sealed and handed over to the Company Secretary.



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

Place : Mumbai  
Date : 29/09/2018

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](mailto:hpsanghvi@gmail.com)