

SHREYA SHAH
Practicing Company Secretary

The Chairman,

of 15th Annual General Meeting (“AGM”) of the Equity Shareholders of Hilton Metal Forging Limited held on Wednesday, 30th September, 2020 at 4.00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’)

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rules framed thereunder and e-Voting at the 15th Annual General Meeting (“AGM”) of Hilton Metal Forging Limited (“Company”) held on Wednesday, 30th September, 2020 at 4.00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’)

1. I, Shreya Shah, Practicing Company Secretary, had been appointed by the Board of Directors of **Hilton Metal Forging Limited** (“the Company”) for the purpose of scrutinizing the:
 - i. Remote e-Voting process under the provisions of section 108 of the Companies Act, 2013 and the rules framed thereunder; and
 - ii. e-Voting at the 15th Annual General Meeting (“AGM”) by the equity shareholders in respect of the resolutions contained in the notice of 15th AGM of the Equity Shareholders (“AGM Notice”) of the Company held on Wednesday, 30th September, 2020 at 4.00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).
2. The AGM notice, as confirmed by the Company, was sent in respect of the below mentioned resolutions, through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5th May, 2020 read with MCA Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular dated 12th May, 2020
3. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and rules framed thereunder; (ii) MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-Voting on the resolutions contained in the AGM Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the e-Voting systems.
4. My responsibility as a Scrutinizer for the e-Voting process (i.e. remote e-Voting and e-Voting at AGM) is restricted to ensure that the e-Voting process are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report on the total



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votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-Voting system provided by Link Intime India Pvt. Ltd, ("Link Intime") the Agency engaged by the Company to provide e-Voting and documents furnished to me electronically by the Company and/or Agency for my verification.

Cut-Off

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Wednesday, 23rd September, 2020 were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the AGM Notice) and their voting rights were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-Voting and e-Voting process at the AGM:

- (i) The remote e-Voting period remained open from Sunday, 27th September, 2020 at 10.00 A.M. and ends on Tuesday, 29th September, 2020 at 5.00 P.M.
- (ii) The Company had also provided e-Voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
- (iii) After the closure of e-Voting at the AGM on Wednesday, 30th September, 2020, the votes cast under e-Voting facility were unblocked and were counted.
- (iv) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of Link Intime, i.e., <https://instavote.linkintime.co.in>. Based on the report generated by Link Intime, data regarding the remote e-Voting and e-Voting at the meeting was scrutinized and reviewed.

7. I now submit herewith my Consolidated Scrutinizer's Report on the results of remote e-Voting and e-Voting at AGM in respect of the said resolutions as under:

Item No. 1: Adoption of Financial Statement for the financial year ended 31st March, 2020 and Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	40	6060325	6	40	46	6060365	100.00
Dissent	-	-	-	-	-	-	0.00
Total	40	6060325	6	40	46	6060365	100.00



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Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 2: Appointment of Mr. Navraj Hiralal Malhotra (DIN:00225183) as Director, who retires by rotation and being eligible, offers himself for appointment

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	37	6106	6	40	43	6146	100.00
Dissent	-	-	-	-	-	-	0.00
Total	37	6106	6	40	43	6146	100.00

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	2	346785	-	-	2	346785

Item No. 3: Ratification of remuneration payable to Cost Auditor for the financial year 2020-2021

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	40	6060325	6	40	46	6060365	100.00
Dissent	-	-	-	-	-	-	0.00
Total	40	6060325	6	40	46	6060365	100.00

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-



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Item No. 4: Re-appointment of Mr. Yuvraj Malhotra (DIN: 00225156) as Chairman & Managing Director of the Company

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	37	6106	6	40	43	6146	100.00
Dissent	-	-	-	-	-	-	0.00
Total	37	6106	6	40	43	6146	100.00

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	2	346785	-	-	2	346785

Item No. 5: Re-appointment of Mr. Navraj Malhotra (DIN: 00225183) as Whole-Time Director of the Company.

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	37	6106	6	40	43	6146	100.00
Dissent	-	-	-	-	-	-	0.00
Total	37	6106	6	40	43	6146	100.00

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	2	346785	-	-	2	346785

8. The relevant records relating to remote e-Voting and e-Voting at AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 15th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.



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9. This report has been issued at the request of the Company for (i) submission to Stock Exchanges and (ii) to be placed on website of the Company. This Report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.



Shreya H. Shah
SHREYA SHAH

Practicing Company Secretary
ACS 39409/ CoP No.15859
UDIN: A039409B000844367

Place: Mumbai

Date : 2nd October, 2020