

SHREYA SHAH
Practicing Company Secretary

To,

The Chairman,

of 17th Annual General Meeting (“AGM”) of the Equity Shareholders of Hilton Metal Forging Limited held on Tuesday, 13th September, 2022 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 17th Annual General Meeting (“AGM”) of Hilton Metal Forging Limited (“Company”)

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 17th Annual General Meeting (“AGM”) by the equity shareholders in respect of the resolutions contained in the notice of 17th AGM of the Equity Shareholders (“AGM Notice”) of the Company held on Tuesday, 13th September, 2022 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 to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode on 20th August, 2022 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, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022 (collectively referred to as “MCA Circulars”) read with the relevant Circulars issued by the Securities and Exchange Board of India , from time to time and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
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.



B 107, Shivram Apartment, Ramchandra Lane, Malad West, Above Allahabad Bank, Mumbai 400064
M: 9925433351 E-mail: csshreayahshah@gmail.com

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 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 National Securities Depository Limited ("NSDL"), 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., Tuesday, 6th September, 2022 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 Saturday, 10th September, 2022 at 9.00 A.M. and ends on Monday, 12th September, 2022 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 Tuesday, 13th September, 2022 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 resolution that was put to vote, were generated from the e-voting website of NSDL, i.e. <https://www.evoting.nsdl.com> Based on the report generated by NSDL, 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 Statements for the financial year ended 31st March, 2022 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	92	5903107	8	2557053	100	8460160	100
Dissent	-	-	-	-	-	-	-
Total	92	5903107	8	2557053	100	8460160	100



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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. Yuvraj Hiralal Malhotra (DIN:00225156) 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	89	5901782	8	2557053	97	8458835	99.98
Dissent	3	1325	-	-	3	1325	0.02
Total	92	5903107	8	2557053	100	8460160	100

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

Item No. 3: Ratification of remuneration payable to Cost Auditor for the financial year 2022-23

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	92	5903107	8	2557053	100	8460160	100
Dissent	-	-	-	-	-	-	-
Total	92	5903107	8	2557053	100	8460160	100

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: Increase in Authorised Share Capital and consequent alteration in the Capital Clause of the Memorandum of Association

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	92	5903107	8	2557053	100	8460160	100
Dissent	-	-	-	-	-	-	-
Total	92	5903107	8	2557053	100	8460160	100

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

Item No. 5: Raising of Funds through Issue of Warrants Convertible into Equity Shares on Preferential Basis to the Promoters, Promoter's group and Persons belonging to Non-Promoters public category for cash consideration

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	92	5903107	8	2557053	100	8460160	100
Dissent	-	-	-	-	-	-	-
Total	92	5903107	8	2557053	100	8460160	100

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

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 17th 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 the 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: A039409D000965587

Place: Mumbai

Date : 13th September, 2022