

**CODE OF CONDUCT TO REGULATE,
MONITOR AND REPORT TRADING BY
INSIDERS**

1. INTRODUCTION:

The Board of Directors of Hilton Metal Forging Limited (the “**Company**”) has adopted this Code of Conduct to regulate, monitor and report trading by Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (together referred to as the “**Code**”) in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (“**Regulations**”).

2. OBJECTIVE:

The provisions of the Code are designed to prohibit Designated Persons and their Immediate Relative(s) from (i) Trading / dealing either on his/her behalf or through any agent or on behalf of any other person in the Securities of the Company or of companies specified in the Restricted List when in possession of UPSI; and (ii) communicating, providing or allowing access, directly or indirectly, to any UPSI relating to Securities of the Company or of companies specified in the Restricted List to any person.

The Code also serves to implement the requirements of the Regulations on such matters.

3. DEFINITIONS:

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992
- b) “**Board of Directors**” in relation to the company, means the collective body of the Directors of the Company;
- c) “**Board**” means the Securities and Exchange Board of India;
- d) “**Code**” means this Code of Conduct to regulate, monitor and report trading by Designated Persons and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as applicable, including modifications made thereto from time-to-time.
- e) “**Company**” means “**Hilton Metal Forging Limited**”.
- f) “**Compliance Officer**” means any person designated as the Compliance Officer of the Company and reporting to the Board of Directors, in accordance with the requirements as stipulated under the Regulations.
- g) “**Connected Person**” means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive

information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.
- h) **“Deemed to be connected person”** the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established :
 - (i) an immediate relative of "connected persons"; or
 - (ii) a holding company or associate company or subsidiary company, if any; or
 - (iii) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (iv) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (v) an official of a stock exchange or of clearing house or corporation; or
 - (vi) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (vii) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (viii) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (ix) a banker of the company; or
 - (x) a concern, firm, trust, Hindu undivided family, company or association of

persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

- i) **“Designated Persons”** means: -
- (i) all employees of the Company;
 - (ii) all promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - (iii) employees of the Company’s material subsidiaries, intermediary and fiduciary, if any, designated on the basis of their functional role or access to UPSI in the organization by their Board of directors.
 - (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the intermediary, fiduciary and its material subsidiaries, if any, irrespective of their functional role in the organization or ability to have access to UPSI;
 - (v) Any support staff of intermediary or fiduciary such as IT Staff or secretarial staff who have access to UPSI; and
 - (vi) any other person as may be identified and decided by the Compliance Officer in consultation with the Board.
- h) **“Director”** means a member of the Board of Directors of the Company
- i) **“Financially literate”** shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- j) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges or the Company.
- k) **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities.
- l) **“Insider”** means any person who is:
- (i) a Connected Person; or
 - (ii) in possession of or having access to UPSI.
- m) **“Key Managerial Personnel”** means persons as defined in Section 2(51) of the Companies Act, 2013.
- n) **“Legitimate purpose”** shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- o) **“Listed Company”** shall mean a company, whose Securities are listed or proposed to be listed on a recognized stock exchange in India;
- p) **“Material Financial Relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of

such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

- q) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- r) **"Promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- s) **"Regulation"** means The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended.
- t) **"SEBI"** shall mean the Securities Exchange Board of India.
- u) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof
- v) **"Securities of the Company"** shall mean the Equity Shares issued by the Company from time to time and which are listed on a recognized stock exchange in India.
- w) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
- x) **"Trading"** means and includes an act of subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.
- y) **"Trading Day"** means a day on which the recognized stock exchanges in India are open for trading.
- z) **"Trading Window"** means a trading period as specified by the Company from time to time for trading in the Company's Securities.
- aa) **"Unpublished Price Sensitive Information"/ "UPSI"** means any information, relating to a company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of such Securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) such other information as may be specified by the Compliance Officer for this purpose.

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956, the

Companies Act, 2013, or the Depositories Act, 1996 and rules and regulations made thereunder and as may be amended from time to time.

4. COMPLIANCE OFFICER

The Compliance Officer shall be financially literate and shall ensure the compliance and effective implementation of the Regulations and the Code across the Company. The Compliance Officer shall work under the overall supervision of the Board of Directors of the Company and shall act as the focal point for dealings with the SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

The Compliance Officer shall report to the Board of Directors for matters concerning this Code and shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.

In the event the position of the Compliance Officer falling vacant, till such time a successor is appointed, the Chief Executive Officer of the Company shall be entitled to designate any senior person of the Company to act as the Compliance Officer under this Code, for the interim period.

5. HANDLING OF UPSI

a) Preservation of UPSI

A Designated person shall maintain confidentiality of all UPSI coming into his/her possession or control.

Such Designated person shall not:

- (i) communicate, provide or allow access of UPSI to any person, directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- (ii) discuss UPSI in public places, or
- (iii) disclose UPSI to any employee who does not *need to know* the information for discharging his or her duties or legal obligations, or
- (iv) recommend to any person (including an Immediate Relative) to undertake Trading in Securities, while being in possession, control or knowledge of UPSI.

b) Need to know basis

The UPSI shall be disclosed only to those persons within the Company, who "need to know" the same in furtherance of legitimate purposes, in the course of performance of duties, or discharge of legal obligations, and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the UPSI.

c) Confidentiality of UPSI

The Designated Person privy to UPSI shall at all times preserve the confidentiality of information and prevent its wrongful dissemination. The Designated Person shall adopt the safeguards for maintenance of electronic records and systems, as may be prescribed, by the Compliance Officer from time-to-time.

If an Insider or a Designated Person receives any query from outside the Company for information that may be material, the inquiry should be referred to the Compliance Officer, who is responsible for coordinating and overseeing the release of that information to the investing public, securities analysts and others in compliance with applicable laws and regulations.

d) No Trading:

The Designated Person shall not trade in Securities of the Company while in possession of UPSI, except as provided under the Regulations. When a person who has traded in such Securities has been in possession of UPSI, his/ her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/ her possession, unless the Designated Person proves his/ her innocence by demonstrating the circumstances including the circumstances enumerated under the Regulations.

e) An UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

- (i) entails an obligation to make an open offer under the Takeover Regulations, where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
- (ii) does not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the informed opinion that the sharing of such information is in the best interests of the Company and the information that constitutes UPSI is

disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For the above purposes, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this Clause and shall not otherwise Trade in Securities of the Company, when in possession of UPSI.

f) Maintenance of Structured Digital Database

A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under this Code or the Regulations along with the permanent account number (“PAN”) or any other identifier authorized by law where PAN is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board of Directors or any person, authorised by the Board of Directors, required to handle UPSI shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6. TRADING WINDOW:

Trading window shall be used as an instrument of monitoring trading by the Designated persons. The Compliance Officer shall notify a ‘trading window’ during which the Trading in Securities of the Company shall be closed for the Designated Persons and their Immediate Relatives.

Provided that in connection with the declaration of financial results on quarterly basis, the Trading Window shall remain closed from a date that is 7 (seven) days prior to the date of the Board/Audit Committee meeting to consider and approve financial results of the Company and the same shall be opened 48 hours after the declaration of financial results (i.e. information becomes generally available). Further the gap between clearance of financial results/ accounts by Audit Committee and Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.

The Trading Window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the Compliance Officer determines that a Designated Person(s) or class of Designated Persons can be reasonably expected to possess UPSI.

All Designated Persons and their Immediate Relatives and all the Connected Persons shall conduct all their dealings in the Securities of the Company only when the trading window is open and No Designated Person or their Immediate Relative shall deal in the Securities of the Company during such period when the trading window is closed or during any other period as may be specified by the Compliance Officer from time to time. The period during which the trading window is closed shall be termed as prohibited period.

7. PRE-CLEARANCE OF TRADES

(i) Applicability

Every Designated Person (including on behalf of its Immediate Relative, who propose to execute Trade) who intends to trade in the Securities of the Company, when trading window is open, shall obtain a *pre-trading* approval for Trading in Securities of the Company, if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lakhs. The aforesaid requirement of obtaining pre-clearance will also apply for trading in Securities by the Designated Person through portfolio management services in any manner

(ii) Pre-Trading Procedure

The authority for pre-clearance of trades shall be as under:

Trading by following designated persons (including their immediate relatives)	Authority for Pre-clearance
Directors & Promoters	Compliance Officer
Other Designated Employees	
Compliance Officer	Audit Committee

Prior to approving any trades, the Compliance Officer or the concerned authority shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. The authority shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(iii) Approval

The approval shall be granted within 7 (seven) trading days or such further time from the date of acknowledgement. In exceptional circumstances approval may not be given if there are reasons to believe that the proposed transaction is on the basis of possession of any UPSI. There shall be no obligation to give reasons for any withholding of approval.

(iv) Completion of Pre-cleared Trading

Designated Persons who seek pre-clearance shall execute the trade(s) in respect of securities of the Company within 7 (seven) trading days from the date of the approval for pre-clearance or such shorter period as may be specified in the pre-clearance approval. If the transaction is not executed within the time specified in the pre-clearance approval, the person shall pre-clear the transaction again.

Designated Persons who have dealt in securities of the Company after obtaining pre-clearance as aforesaid shall within 2 (two) trading days of such trading inform the actual details of their transaction(s) to the Compliance Officer.

In case of doubt, the Designated Person shall check with the Compliance Officer whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Securities of the Company and/ or of other listed company.

(v) Restricted List

The Company prohibits trading in Securities of other listed companies and shall maintain a list of such listed companies (“Restricted List”). A Designated Person and its Immediate Relative shall not be permitted to trade in Securities of other listed companies, that are on the Restricted List.

The Restricted List shall comprise of Securities of listed companies in which the company is considering / discussing a proposal of investing or providing credit facility, which will make the Company or any Designated Person privy to UPSI of such listed company.

The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

8. TRADING PLANS

In accordance with Regulation 5 of the Regulations, an Insider/Designated Person who is perpetually in possession of the information shall be expected to trade in accordance with the approved Trading Plan. The Trading Plan formulated by Insider/Designated Person shall be presented to the Compliance Officer for approval.

The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.

9. CONTRA TRANSACTIONS IN THE SECURITIES:

The Designated Persons and/or their Immediate Relatives, who trade in Securities of the Company shall not enter into a contra transaction/ trade in the Securities of the Company for a period of not less than 6 (six) months from the execution of the trade.

10. DISCLOSURE REQUIREMENTS

(i) INITIAL DISCLOSURES

- a) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group of the Company shall disclose their holding, and the holding of their Immediate Relative and of any other person for whom such person takes trading

(ii) CONTINUAL DISCLOSURES

Every Promoter, member of the Promoter group, Director and Designated Person of the Company shall disclose in prescribed format (**refer Annexure IV Form C**) to the Compliance Officer the number of Securities (including derivatives) of the Company acquired or disposed by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, within 2 (two) Trading Days of such transaction, if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 or such other value as may be specified. The Company shall notify the particulars of such trading to the stock exchanges on which its Securities are listed within 2 (two) Trading Days of receipt of disclosure or from becoming aware of such information.

Disclosures by other connected persons

The Company may at its discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code and the Regulations.

Disclosure relating to Securities of listed companies:

The Designated Persons shall make an Annual Disclosure to the Company, of holding in Securities of other listed companies, by such Designated Persons or their Immediate Relative or such other person(s) for whom such Designated Persons takes trading decisions as on date of joining the Company and as on March 31, every year. Such disclosure shall be submitted within 15 days from the date of joining the Company and end of March 31 every year

(iii) ANNUAL DISCLOSURE RELATING TO DESIGNATED PERSON:

Every Designated Person shall disclose the names and PAN or any other identifier authorized by law of the following persons to the Company on an annual basis in prescribed format and as and when the information changes:

- i. Immediate Relatives of such Designated Person;
- ii. persons with whom such Designated Person shares a Material Financial Relationship;

11. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

The Managing Director or such other analogous person of a listed company, intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

12. PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI:

The procedures for conduct of inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information are laid down in the Policy adopted by the Company in that behalf pursuant to Regulation 9A(5) of the Regulations.

13. PENALTY FOR CONTRAVENTION

Every Director, Promoter and Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

Any Designated Person who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of such Designated Person an Employee may shall include wage freeze, suspension, recovery, clawback, disgorgement of profits, ineligibility for future participation in ESOP, or termination of employment, etc as may be decided by the Chief Executive Officer or the Board of Directors of the Company.

Action taken by the Company for violation of the Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

In case, it is observed by the Compliance Officer that there has been a violation of the Regulations or the Code by any Designated Person, he/she shall forthwith inform the Chief Executive Officer of the Company about the violation and necessary penal action will be initiated by the Company. The SEBI would also be informed about the violation of the Regulations so that appropriate action can be taken.

14. JURISDICTION:

In the event of any dispute arising from the provision of the Code or its interpretation, the same shall be subject to the exclusive jurisdiction of the Courts at Mumbai, India.

15. CLARIFICATIONS:

For all queries concerning this Code, please contact the Compliance Officer.

ANNEXURE I

FORM FOR APPLICATION FOR PRE-CLEARANCE OF TRADES

To
The Compliance Officer / MD / Committee
Hilton Metal Forging Limited
204, Tanishka Building,
Akurli Road, Kandivali East,
Mumbai – 400101

Date:

Dear Sir/ Madam,

I Mr./Ms. _____, hereby give a notice pursuant to Insider Trading Policy of your company, that I wish to trade in Securities of the Company as under: -

1. Details of proposed transaction:

<i>Nature of Transaction (Whether "Buy" or "Sell")</i>	<i>Name of Proposed Buyer/Seller</i>	<i>No. of Equity Shares to be Bought/Sold</i>	<i>*Date of Purchase/ allotment</i>

<p>2. Person executing the trade (please tick box)</p> <p>Self <input type="checkbox"/></p> <p>HUF <input type="checkbox"/></p> <p>Immediate Relative <input type="checkbox"/></p> <p>(specify name and relationship)</p> <p>_____</p>

3. Details of Intended trade:

Name of the Depository Participant (DP)	
DP-ID/Client-ID / Folio Number:	

HILTON METAL FORGING LIMITED

PAN Number	
Type of Transaction : (Open Market Purchase/ Open Market Sale/ ESOP Sale/ Off Market)	

In relation to the above trade(s), I declare that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months
- (b) Neither me nor my dependents are in possession of or otherwise privy to unpublished Price Sensitive Information (as defined in the Company's Insider Trading Policy).
- (c) I have not contravened the Policy or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the trade within 7 trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

I am aware that I shall be liable to face penal consequences as set forth in the Company's Insider Trading Policy, in case the above declarations are found to be false or incorrect at any time. I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Company's Insider Trading Policy.

Yours faithfully,

(_____)

Name:

Designation:

Department:

Location:

HILTON METAL FORGING LIMITED

ANNEXURE II

FORM FOR INTIMATION OF ACTUAL TRADE AFTER OBTAINING PRE-CLEARANCE OF TRADES

To
The Compliance Officer / MD & CEO/ Committee
Hilton Metal Forging Limited
204, Tanishka Building,
Akurli Road, Kandivali East,
Mumbai – 400101

Date:

Dear Sir/ Madam,

I Mr./Ms. _____ hereby give a notice pursuant to Insider Trading Policy of your company, that I have traded in Securities of the Company as under: -

2. Details of actual transaction:

<i>Nature of Transaction (Whether "Buy" or "Sell")</i>	<i>Name of Proposed Buyer/Seller</i>	<i>No. of Equity Shares to be Bought/Sold</i>	<i>*Date of Purchase/ allotment</i>

<p>2. Person executing the trade (please tick box)</p> <p>Self <input type="checkbox"/></p> <p>HUF <input type="checkbox"/></p> <p>Immediate Relative <input type="checkbox"/></p> <p>(specify name and relationship)</p> <p>_____</p>

3. Date of application of Pre - Clearance:

4. Date of Pre - Clearance obtained:

HILTON METAL FORGING LIMITED

5. Details of actual trade:

Name of the Depository Participant (DP)	
DP-ID/Client-ID / Folio Number:	
PAN Number	
Type of Transaction : (Open Market Purchase/ Open Market Sale/ ESOP Sale/ Off Market)	

6. In relation to the above trade(s), I declare that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months
- (b) Neither me nor my dependents are in possession of or otherwise privy to unpublished Price Sensitive Information (as defined in the Company's Insider Trading Policy).
- (c) I have not contravened the Policy or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the trade within 7 trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

I am aware that I shall be liable to face penal consequences as set forth in the Company's Insider Trading Policy, in case the above declarations are found to be false or incorrect at any time. I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Company's Insider Trading Policy.

Yours faithfully,

(_____)

Name:

Designation:

Department:

Location:

HILTON METAL FORGING LIMITED

**ANNEXURE III
FORM - B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

To
Compliance Officer
The Compliance Officer / MD & CEO/ Committee
Hilton Metal Forging Limited
204, Tanishka Building,
Akurli Road, Kandivali East,
Mumbai – 400101

Date:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Share-holding	Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
			Type of Securities (For eg. shares, Warrants, etc.)	No.		Contract specifications	Number of units (contract size * lot size)	Notional value in Rupee	Contract specifications	Number of units (Contract size * lot size)	Notional value in Rup terms
1	2	3	4	5	6	7	8	9	10	11	12

Signature:

Name & Designation:

Date:

Place:

HILTON METAL FORGING LIMITED

**ANNEXURE IV
FORM - C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

To
Compliance Officer
The Compliance Officer / MD & CEO/ Committee
Hilton Metal Forging Limited
204, Tanishka Building,
Akurli Road, Kandivali East,
Mumbai – 400101

Date:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & addresses with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director/s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify	Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed	
		Type of Securities (For eg. shares, Warrants, etc.)	No. and % of share holding	Type of Securities (For eg. shares, Warrants, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation /Invocation / Others-please specify)	Type of Securities (For eg. shares, Warrants, etc.)	No. and % of share holding					
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

HILTON METAL FORGING LIMITED

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type contract	Contract specifications	Buy		Sell		
		Notional Value	Number units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Signature:

Name & Designation:

Date:

Place:

**ANNEXURE V
FORM-D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

To
Compliance Officer
The Compliance Officer / MD & CEO/ Committee
Hilton Metal Forging Limited
204, Tanishka Building,
Akurli Road, Kandivali East,
Mumbai – 400101

Date:

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DI N & address with contact nos.	Connection with Company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimat ion to compa ny		Mode of acquisition (on market/ public/ rights/ preferentia l offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of Securities (For eg. shares, Warrants, etc.)	No. and % of share holding	Type of Securities (For eg. shares, Warrants, etc.)	No.	Value	Transaction Type (Purchase/sal e Pledge / Revocation / Invocation/ Others-please specify)	Type of Securities (For eg. shares, Warrants, etc.)	No. and % of share holding	From	To				
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	

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Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Signature:

Name & Designation:

Date:

Place:

ANNEXURE VI

**FORMAT OF HALF-YEARLY/ ANNUAL STATEMENTS OF HOLDINGS BY
DIRECTOR/ OFFICER/EMPLOYEES AND THEIR DEPENDANTS**

To
Compliance Officer
The Compliance Officer / MD & CEO/ Committee
Hilton Metal Forging Limited
204, Tanishka Building,
Akurli Road, Kandivali East,
Mumbai – 400101

Date:

Dear Sir,

Subject: Statement of Shareholdings in Hilton Metal Forging Limited

As on 31st March ____/30th September____, I and my dependents hold an aggregate of _____ equity shares in Hilton Metal Forging Limited details whereof are as under:

Name of Holder	<i>Physical Holdings</i>			<i>Electronic Holdings</i>		
	<i>Folio No.</i>	<i>Cert. No.</i>	<i>Total holdings</i>	<i>DP ID</i>	<i>Client ID</i>	<i>Total holdings</i>

Yours truly,

Sign: _____

Name: _____

Emp No: _____

HILTON METAL FORGING LIMITED

ANNEXURE VII

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

The Compliance Officer
Through Division / Department Head

Date : _____

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Insider Trading Policy with respect to _____ shares of the Company held by me / _____ (name of relative) singly / jointly acquired by me/us on _____ (Date). I desire to deal in the said shares on account of _____ (give reasons).

Thanking you,

Yours faithfully

(Name)

(Designation)

(Department)