



HILTON METAL FORGING LIMITED

CIN: L28900MH2005PLC154986

Regd. Office: 303, Tanishka Commercial Co-op. Society Ltd, Akurli Road, Kandivali East, Mumbai-400101

Email:secretarial@hiltonmetal.com; Tel No:022-4042 6565

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Hilton Metal Forging Limited will be held on Thursday, 28th November, 2024 at 12.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

Item No. 1: To approve the issuance of equity shares to Promoter Group and Non-promoter on a preferential basis

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, by creation, offer, allot and issue, in one or more tranches, upto **2,250,000 Equity Shares** of face value of Rs. 10/- each at an issue price of Rs.90.50/- per equity share (including a premium of Rs. 80.50 per equity share) aggregating upto **Rs. 20,36,25,000** /- (Rupees Twenty Crore Thirty-Six Lakh Twenty-Five Thousand only), for cash consideration to the following promoter group and Non-promoter (hereinafter referred to as the “Proposed Allottees”):-

Sr. No	Name of the Proposed Allottees	Category	No. of Equity shares to be allotted
1.	Navraj Malhotra	Promoter Group	70,000
2.	Mohak Malhotra	Promoter Group	630,000
3.	Vishal P Jain	Non-Promoter	775,000
4.	Chaitanya Vijay Chhajer	Non-Promoter	275,000
5.	Harshal M Kochar	Non-Promoter	500,000
Total			2,250,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is October 29, 2024, being the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”).

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of equity shares with the depositories, viz. NSDL / CDSL and for the credit of such equity shares to the respective dematerialized securities account of the Proposed Allottees and to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

Item No. 2: Appointment of Mr. Vishal Jain (DIN: 09512854) as a Non-Executive and Non-Independent Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and pursuant to the regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Vishal Jain (DIN: 09512854), who was appointed as an Additional Director (Non-Executive and Non-Independent) on the Board of the Company with effect from 22nd October, 2024 in terms of provisions of Section 161 of the Act, and who holds office as an Additional Director up to the date of this Extraordinary General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent), and whose office shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For and On Behalf of Board of Directors

**Sd/-
Mr. Yuvraj Malhotra
Chairman & Managing Director
DIN: 00225156**

Registered office:

303, Tanishka Commercial Co-op. Society Ltd,
Akurli Road, Kandivali East, Mumbai-400101

Date: 30th October, 2024

Place: Mumbai

NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), the Company will be conducting this

Extraordinary General Meeting (“EGM” or “Meeting”) through Video Conferencing/Other Audio Visual Means (“VC”/“OAVM”).

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF/ NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body resolution / Authorisation, etc. authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to csshreyahshah@gmail.com with a copy marked to Company’s Registrar and Share Transfer Agent (“RTA”) i.e. Link Intime India Private Limited at instameet@linkintime.co.in.
4. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this Notice.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of Special business(s) to be transacted at the EGM, is annexed hereto and forms part of this Notice.
8. The information required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standards- 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the EGM, forms integral part of the notice.
9. **Investors Education and Protection Fund:**
 - a) Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

b) The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

10. The voting rights of members shall be in proportion to their shareholding in the Company as on the cut-off date of Wednesday, 20th November, 2024.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name are advised to make nomination in respect of their shareholding. Members holding shares in dematerialized form can lodge their nomination with their DP(s) and Member holding shares in physical form are required to fill and submit Form No. SH-13 (available on request) with the Company's RTA. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form. ISR-3 or SH-14, as the case may be.

12. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), bank details, NECS, mandates, nominations etc., to their Depository Participant. Members holding shares in physical form are requested to intimate any of the above changes to the Company's RTA.

13. Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before are requested to send their queries in writing to Company at its' Registered Office at least 7 days before the date of the meeting, so that the required information to the extent possible can be made available at the meeting or at the Registered Office.

14. Dispatch of EGM Notice through electronic mode:

(a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.hiltonmetal.com and on the website of BSE Limited at www.bseindia.com and NSE Limited www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

(b) For receiving all communication (including EGM Notice) from the Company electronically, Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant and Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's RTA at https://web.linkintime.co.in/EmailReg/Email_Register.html or to the Company. Members are requested to submit a request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Even after registering for e-communication Member(s) are entitled to receive communication(s) including Annual Report in physical form, free of cost, on receipt of written request for the same.

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.

16. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 25th November, 2024 at 09:00 A.M. (IST) and ends on Wednesday, 27th November, 2024 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 20th November, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 20th November, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting

service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the

attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshreyahshah@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /

Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@hiltonmetal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@hiltonmetal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@hiltonmetal.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the EGM may register themselves with the Company on secretarial@hiltonmetal.com. The Speaker Registration will remain open upto 22nd November, 2024. Only those members who are registered will be allowed to express their views or ask questions.
7. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
8. Please remember speaking serial number and start your conversation with panelist only when moderator of the meeting/ management announces the name and serial number for speaking by switching on video mode and audio of your device.
9. **Scrutinizer’s Report:**
 - (a) The Company has appointed Ms. Shreya Shah (ACS 39409 and COP No. 15859), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
 - (b) The Scrutinizer shall after the conclusion of voting at the EGM, count the votes cast during the EGM and unblock the votes cast through remote e-voting and issue, within two working days of conclusion of the EGM, a Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

(c) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hiltonmetal.com and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Limited and NSE Limited, where the shares of the Company are listed.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection at the Company's Registered Office by writing to the Company at secretarial@hiltonmetal.com till the date of the EGM.

For and On Behalf of Board of Directors

**Sd/-
Mr. Yuvraj Malhotra
Chairman & Managing Director
DIN: 00225156**

Registered office:

303, Tanishka Commercial Co-op. Society Ltd,
Akurli Road, Kandivali East, Mumbai-400101

Date: 30th October, 2024

Place: Mumbai

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

On October 30, 2024, the Board of Directors of the company has considered and approved to raise fund amounting to **Rs. 20,36,25,000** /- (Rupees Twenty Crore Thirty-Six Lakh Twenty-Five Thousand only) by way of offer, allot, and issue upto **22,50,000 Equity Shares** on preferential basis to Promoter Group and Non-promoter at an issue price of Rs. 90.50/- per Equity Share of face value of Rs. 10/- each fully paid up at a premium of Rs. 80.50/ each, in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. (“**Preferential Allotment**”)

The information pertaining to the proposed allotment of equity share is stated below:

a. **Objects of the Issue:** The purpose of raising these funds is as follows:

Sr	Particular	Amount
1.	Meeting working capital requirements	Rs. 16,36,25,000
2.	General corporate purposes	Rs. 4,00,00,000
	Total	Rs. 20,36,25,000 /-

b. **Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue of **22,50,000 Equity shares** to be allotted on a preferential basis.

c. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** Except Navraj Malhotra and Mohak Malhotra, Promoter Group, none of the other Promoters, Promoter group, directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the aforesaid Preferential Allotment.

d. **Pricing of the Issue:** The issue of equity shares will be at Rs. 90.50/-per Equity Share (including a premium of Rs. 80.50/-) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

Basis on which the price has been arrived at along with report of the registered valuer: Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is Rs. 90.07/- is determined as per the pricing formula prescribed under Regulation 164 of SEBI ICDR for the Preferential Issue of Equity shares.

e. **Relevant Date :** The ‘Relevant Date’ for the purpose of determining the issue price is **October 29, 2024**, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

f. **Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

g. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees :** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted :-

Sr. No	Name of the Proposed Allottees	Category	Ultimate beneficial owners
1.	Navraj Malhotra	Promoter Group	Navraj Malhotra
2.	Mohak Malhotra	Promoter Group	Mohak Malhotra
3.	Vishal P Jain	Non-Promoter	Vishal P Jain
4.	Chaitanya Vijay Chhajer	Non-Promoter	Chaitanya Vijay Chhajer
5.	Harshal M Kochar	Non-Promoter	Harshal M Kochar

h. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.

i. **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the proposed preferential issue.

j. **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:**

Sr. No.	Name of Persons	Date of Allotment	Number of Securities allotted	Price at which securities are allotted
1.	Mr. Navraj Malhotra	-	-	-
2.	Mr. Mohak Malhotra	27 th September, 2024	1,00,000	Rs. 55/- per warrants

k. **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** Not applicable.

l. **Lock in restrictions:** The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

m. Certificate from Practicing Company Secretary: A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extent regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <https://www.hiltonmetal.com/annual-general-meeting/>.

n. Percentage of Post issue Preferential Issue Capital and the current & proposed status of the allottee(s) post the preferential issues:

Sr. No	Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		No. of Equity shares to be allotted	Post-issue Shareholding Structure	
				Number	% of shares		% of shares	Post %
1.	Navraj Malhotra	Promoter Group	Promoter Group	64,653	0.27	70,000	134,653	0.52
2.	Mohak Malhotra	Promoter Group	Promoter Group	1,01,515	0.43	630,000	731,515	2.82
3.	Vishal P Jain	Non-Promoter	Non-Promoter	Nil	Nil	775,000	775,000	2.99
4.	Chaitanya Vijay Chhajed	Non-Promoter	Non-Promoter	Nil	Nil	275,000	275,000	1.06
5.	Harshal M Kochar	Non-Promoter	Non-Promoter	296	0.0014	500,000	500,000	1.93
Total						22,50,000		

- o. Undertaking to re-compute the price:** The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the SEBI ICDR Regulations, 2018 where it is required to do so.
- p. Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- q. Undertaking:** In accordance with SEBI ICDR Regulations 2018;
- i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
 - ii. No person belonging to the aforesaid promoter and promoter group have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
 - iii. No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;
- r. Disclosure pertaining to wilful defaulters or a fraudulent Borrower:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at item no. 1 for the approval of the members.

Mr. Navraj Malhotra, Mr. Mohak Malhotra (Proposed Allottees) and Mr. Yuvraj Malhotra, Ms. Diksha Malhotra and Ms. Yashika Malhotra, relatives of Proposed Allottees are deemed to be concerned or interested in the said resolution. Except them, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential Issue.

ITEM NO. 2:

Pursuant to provisions of Section 161 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, the Board of Directors of the Company (“Board”) at its meeting held on 22nd October, 2024, basis the recommendation of the Nomination and Remuneration Committee (“NRC”), had appointed Mr. Vishal Jain as an Additional Director (Non-Executive and Non-Independent) with effect from 22nd October, 2024.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the listed entity shall ensure that the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and accordingly, approval of the members is sought for appointment of Mr. Vishal Jain as an Non-Executive and Non-Independent Director of the Company.

In accordance with the provisions of Section 161 of the Act, Mr. Vishal Jain holds office up to the date of ensuing EGM. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Vishal Jain for the office of a Director of the Company.

Mr. Vishal Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The brief profile of Mr. Vishal Jain, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in the “**Annexure- II**” forming part of this Notice.

The Board is of the view that the appointment of Mr. Vishal Jain on the Company’s Board as Director is desirable and would be beneficial to the Company and hence it recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

Except Mr. Vishal Jain and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

For and On Behalf of Board of Directors

**Sd/-
Mr. Yuvraj Malhotra
Chairman & Managing Director
DIN: 00225156**

Registered office:

303, Tanishka Commercial Co-op. Society Ltd,
Akurli Road, Kandivali East, Mumbai-400101

Date: 30th October, 2024

Place: Mumbai

ANNEXURE – I

PRE AND POST SHAREHOLDING PATTERN

Sr. No.	Category	Pre issue Shareholding		Post issue Shareholding	
		No. of Shares	%	No. of Shares	%
A	Promoter Holding				
1	Indian				
	Individual/ HUF	6,710,068	28.31	7,410,068	28.56
	Bodies Corporates				
	Sub-Total (A1)	6,710,068	28.31	7,410,068	28.56
2	Foreign Promoters				
	Sub-Total (A2)				
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	6,710,068	28.31	7,410,068	28.56
B	Non-Promoter Holding				
1	Institutional Investors				
	Total (B1)	0		0	
2	Institutions (Domestic) (B2)	0		0	
	NBFCs registered with RBI				
3	Institutions (Foreign) FPI Category I	25000	0.11	25000	0.10
4	Central Government/ State Government(s)/ President of India	0		0	
5	Non-Institutions				
	Investor Education and Protection Fund (IEPF)	57,826	0.24	57,826	0.22
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	8,470,597	35.74	8,470,597	32.64
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	5,306,471	22.39	6,856,471	26.42
	NRI	214,800	0.91	214,800	0.83
	Bodies Corporate	1,877,110	7.92	1,877,110	7.23
	Any Other	1,038,128	4.38	1,038,128	4.00
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)	16,989,932	71.69	18,539,932	71.44
	Total (A+B)	23,700,000	100	25,950,000	100

ANNEXURE - II

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING EXTRAORDINARY GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Vishal Jain
Nationality	Indian
Age	35 years
Date of Birth	20-07-1989
Qualification	Law Graduate from ISBM University
Date of Appointment	22-10-2024
Brief Resume, Qualification & Nature of expertise in specific functional areas	Mr. Vishal Prakash Jain is a Bachelor of Law. He is proprietor of R S Enterprises of the firm. He has 5 years' experience in this field.
Directorships in listed companies (other than Hilton Metal Forging Limited)	NIL
Chairman / Member of any other Committees	NIL
Listed entities from which he/she has resigned in the past three years	NIL
Key terms and conditions of appointment/re-appointment	As per Notice and Explanatory Statement
Shareholding in the Company as on 31st March, 2024	NIL
Relationship between directors inter-se	None
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Not Applicable
Number of Board Meeting attended during the year	Not Applicable

For and On Behalf of Board of Directors

Sd/-
Mr. Yuvraj Malhotra
Chairman & Managing Director
DIN: 00225156

Registered office:

303, Tanishka Commercial Co-op. Society Ltd,
Akurli Road, Kandivali East, Mumbai-400101

Date: 30th October, 2024

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