

HILTON METAL FORGING LIMITED

CIN: L28900MH2005PLC154986

Regd. Office: 303, Tanishka Commercial Building, Akurli Road, Next to Growel 101 Mall, Kandivali(E), Mumbai – 400 101

Website: www.hiltonmetal.com ; Email: secretarial@hiltonmetal.com

Tel No: 022- 40426565 Fax: 022- 40426566

NOTICE OF POSTAL BALLOT

Dear Shareholders,

NOTICE is hereby given to the Members of Hilton Metal Forging Limited (the “Company”) pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below are to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Yuvraj Malhotra (DIN:00225156) as Chairman and Managing Director of the Company

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("Act") (including any statutory modifications thereof in force) read with Schedule V of the Act, and pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 9th June 2026, consent of the members be and is hereby accorded, to re-appoint Mr. Yuvraj Malhotra (DIN:00225156) as Chairman and Managing Director of the Company, for a further period of three years w.e.f. 22nd July, 2026 upto 21st July, 2029, whose office shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for the payment of remuneration, benefits, perquisites and allowances as under:

A.BASIC SALARY:

Not exceeding Rs. 5,00,000/- per month with such increments as may be decided by the Board from time to time.

B.PERQUISITES & ALLOWANCES

In addition to the basic salary referred to in (a) above, Mr. Yuvraj Malhotra shall be entitled to perquisites and allowances which will not be included in the computation of ceiling of the remuneration specified above:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together;
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) encashment of leave at the end of the tenure

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

C. REIMBURSEMENT OF EXPENSES

Expenses incurred for traveling, boarding, and lodging including for spouse and attendant(s) during business trips, any medical assistance provided for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

D. MINIMUM REMUNERATION

Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of tenure of Mr. Yuvraj Malhotra, the Company has no profit or the profit is inadequate, the Company shall pay in respect of such financial year, the remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope, quantum of remuneration, perquisites, benefits and allowances payable to Mr. Yuvraj Malhotra in the light of further progress of the Company which shall be within the above mentioned approved scales and in accordance with the provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution."

2. Continuation of Mr. Suryakant Mayani (DIN: 10764276) as Non-Executive, Non-Independent Director of the Company on attainment of age of 75 years

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under including any statutory modification(s) or re-enactment thereof, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Suryakant Mayani (DIN: 10764276), as a Non-Executive, Non-Independent Director of the Company, on attainment of the age of 75 years."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution in this regard."

3. Payment of Remuneration to Mr. Suryakant Mayani (DIN: 10764276), Non-Executive Non-Independent Director of the Company, for the Financial Year 2026-27

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (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, consent of the members be and is hereby accorded to the payment of remuneration to Mr. Suryakant Mayani (DIN: 10764276), Non-Executive Non-Independent Director of the Company, for an amount not exceeding Rs. 3,60,000/- (Rupees Three Lakh Sixty Thousand Only) for the Financial Year 2026-27.”

“RESOLVED FURTHER THAT the above remuneration shall be in addition to the reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the non-executive Directors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

By order of the Board of Directors of

HILTON METAL FORGING LIMITED

Sd/-

YUVRAJ MALHOTRA

CHAIRMAN & MANAGING DIRECTOR

DIN: 00225156

Place: Mumbai

Date: 9th June 2026

NOTES

1. An Explanatory Statement pertaining to Section 102 and 110 of the Act setting out all material facts and reasons for the proposed resolution, along with the instructions/ procedure for remote e-voting is annexed hereto for your consideration.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members**, whose email addresses are registered with the Company or with the depository(ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 5th June 2026. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with **MUFG Intime India Private Limited**, Registrar and Transfer Agent of the Company, by writing them on investor.relations@in.mpms.mufig.com.
3. The Notice shall also be uploaded on the website of the Company at [www. https://hiltonmetal.com/](https://hiltonmetal.com/) on the website of National Securities Depository Limited (“NSDL”) at <https://nsdl.co.in/> and on the website of BSE Limited www.bseindia.com and NSE Limited at www.nseindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL to facilitate e-voting to enable the Members to cast their votes electronically.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Friday, 5th June 2026 (End of Day), being the 'cut-off date' fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
6. The voting period will commence from Monday, 15th June, 2026 at 9.00 a.m. IST and end on Tuesday, 14th July, 2026 at 5.00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of the Company has appointed Ms. Shreya Shah (COP No.: 15859/Membership No.: ACS 39409), Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days after the conclusion of the e-voting i.e. on or before Thursday, 16th July, 2026. The Resolution, if passed by requisite majority shall be deemed to have been passed on Tuesday, 14th July, 2026, being the last date specified by the Company for e-voting.
9. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and NSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <https://hiltonmetal.com/> and on the website of NSDL at <https://nsdl.co.in/>

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

The remote e-voting period begins on **Monday, 15th June, 2026 at 09:00 A.M. (IST)**, and will end at on **Tuesday, 14th July, 2026 till 5:00 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. Friday, 5th June 2026**, 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 i.e. Friday, 5th June 2026**

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 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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. - 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 - 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. - 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  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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. - 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. 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.

	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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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 22 55 33

B) Login Method 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.com. 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 : 022 - 4886 7000 or send a request at evoting@nsdl.com

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 for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

**By order of the Board of Directors of
HILTON METAL FORGING LIMITED**

Sd/-
YUVRAJ MALHOTRA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00225156

Place: Mumbai
Date: 9th June 2026

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

Item No. 1:

Mr. Yuvraj Malhotra (DIN: 00225156) was appointed as the Chairman & Managing Director of the Company for a period of 3 (three) years w.e.f. 21st July, 2023. The said term of office of Mr. Yuvraj Malhotra shall be expiring on 21st July, 2026. The Board of Directors of the Company ("the Board"), at their meeting held on 9th June 2026, on the recommendation of Nomination and Remuneration Committee and subject to approval of members, has approved re-appointment of Mr. Yuvraj Malhotra (DIN: 00225156) as the Chairman & Managing Director, for a further period of 3 (three) years w.e.f. 22nd July, 2026. Consent of the Members is sought for the re-appointment of Mr. Yuvraj Malhotra on the terms and conditions as set out in the resolution hereinabove.

Mr. Yuvraj Malhotra has around 40+ years of experience in Forging Industry and he looks after day-to-day affairs of the Company. The Board considers that, given his background, experience and contributions made by him during his tenure, the continued association of would be beneficial to the Company.

Mr. Yuvraj Malhotra satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

The brief profile of Mr. Malhotra, 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" forming part of this Notice.

The Board recommends the **Special Resolution** as set out at item No.1 for approval by shareholders of the Company.

Except for Mr. Yuvraj Malhotra and his immediate relatives including Mr. Mohak Malhotra- Chief Financial Officer, none of the Directors and/or Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Item No. 2:

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Suryakant Mayani (DIN: 10764276), Non-Executive, Non-Independent Director of the Company will be completing the age of 74 years on 14th June 2026. Mr. Mayani is in good health and is of sound and alert mind. He is a person of great integrity and based on the recommendation of the Nomination and Remuneration Committee and taking into account Mr. Mayani's seniority, expertise, and vast experience, the Board is of the view that his continued association would be of immense benefit to the Company. Mr. Suryakant Mayani is not disqualified from being continued as a Director in terms of Section 164 of the Act.

The Board is also confident about his ability to function and discharge his duties in an able and competent manner. Accordingly, the Board recommends the **Special Resolution** as set out at item No.2 for approval by shareholders of the Company.

The brief profile of Mr. Mayani, 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" forming part of this Notice.

Except for Mr. Suryakant Mayani and his immediate relatives, none of the Directors and/or Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice

Item No. 3:

Pursuant to Regulation 17(6) of the Listing Regulations, the listed entity shall ensure that the approval of shareholders is obtained for every Financial Year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

Mr. Suryakant Mayani, Non-executive Non-Independent Director of the Company is expert professional and have rich experience in functional areas such as finance & taxation and is actively involved in various decision-making process and is making valuable contributions towards business development, governance, long term strategy and compliances. Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI LODR with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board.

The Board of Directors of the Company at its meeting held on 9th June 2026, on recommendation of Nomination & Remuneration Committee and subject to the approval of members of the company, approved payment of remuneration to Mr. Suryakant Mayani (DIN: 10764276), Non-Executive Non-Independent Director of the Company, for an amount not exceeding Rs. 3,60,000/- (Rupees Three Lakh Sixty Thousand Only) for the Financial Year 2025-26, which will be exceeding fifty percent of the total remuneration payable to all non-executive directors.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Except Mr. Suryakant Mayani and his immediate relatives, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

**By order of the Board of Directors of
HILTON METAL FORGING LIMITED
Sd/-**

**YUVRAJ MALHOTRA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00225156**

**Place: Mumbai
Date: 9th June 2026**

ANNEXURE 1

Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) with respect to the Directors proposed to be appointed/ re-appointed:

Name of Director	Mr. Yuvraj Hiralal Malhotra	Mr. Suryakant Mayani
DIN	00225156	10764276
Date of Birth	24-03-1966	14-06-1952
Age	60 Years	74 years
Nationality	Indian	Indian
Qualification	Engineering Graduate with specialization in Mechanical Engineering	Masters in Commerce
Date of Appointment in current designation	21-07-2023	31-08-2024
Terms and conditions for Appointment/Re-appointment	Re-appointment as a Chairman and Managing Director of the Company for period of three (3) consecutive years commencing from 22 nd July 2026 to 21 st July 2029	Continuation of current term on attaining the age of 75 years
Brief Resume, Qualification & Experience and Expertise in specific functional areas	Around 40+ years of experience in Forging Industry and he is well versed with export market of forgings and allied products and looking after day-to-day affairs of the Company.	Driven Finance Manager with extensive experience of 45+ years in assessing risks, creating alternative solutions and contingency plans to achieve financial and business goals. Manages Treasury, Tax and Commercial, and Corporate Finance with the pace and agility as per business and market demands. Demonstrates self-confidence, decisiveness, and calculated risk-taking abilities.
Directorships held in other Public Companies (excluding Alternate Directorship, Foreign Companies and Companies under Section 8 of the Companies Act, 2013)	NIL	NIL
Chairman/ Member of the Committee of the Board of Directors of the other Public Companies	NIL	NIL
Committee positions in other Public Companies	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Shareholding in the Company including beneficial shares as on 31st March 2026	42,89,694 equity shares	NIL
Relationship between directors inter-se	None	None
Details of remuneration sought to be paid	As mentioned in the resolution	As mentioned in the resolution
Number of Board Meeting attended (FY 2025-26)	13 out of 13	13 out of 13