



# Hilton Metal Forging Ltd.™

GOVT. RECOGNIZED EXPORT HOUSE

CIN : L-28900 MH 2005 PLC 154986

**CORPORATE OFFICE :**

701, PALMSRING, PALMCOURT COMPLEX,  
LINK ROAD, MALAD (WEST),  
MUMBAI - 400 064.



Certificate : 44 100 021868-E3



**TÜVRheinland®**  
Precisely Right.

TEL. : 91 - 22- 4042 6565

FAX : 91 - 22 - 4042 6566

E-MAIL : [info@hiltonmetal.com](mailto:info@hiltonmetal.com)

VISIT US AT : [www.hiltonmetal.com](http://www.hiltonmetal.com)

Date: 10<sup>th</sup> October, 2017

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  Script Code : 532847	<b>National Stock Exchange of India Limited</b> 5 <sup>th</sup> Floor, Exchange Plaza, Bandra Kurla Complex Bandra(East) Mumbai-400051  Script Code : Hilton
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**Sub: Annual Report of the Company for the Financial Year 2016-17**

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we hereby submit the Annual Report of the Company for FY 2016-17, duly approved and adopted by the members at the Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017.

Kindly take the same on records.

Yours faithfully

Thanking you,

**FOR HILTON METAL FORGING LTD**

**COMPLIANCE OFFICER**

Encl: As above



## **Annual Report 2016-2017**

**BOARD OF DIRECTORS**

Shri Yuvraj Malhotra  
Shri Navraj Malhotra  
Shri Joseph Mckay  
Shri Harmohindar Singh Dhingra  
Shri Manoj Kumar More  
Shri Sanjay Jain  
Smt Diksha Malhotra  
Shri Rajiv Verma\*

Chairman and Managing Director  
Whole time Director  
Director  
Director  
Director  
Director  
Director  
Director

*\*Appointed as on 07th April, 2016*

**COMPANY SECRETARY**

#Ms. Pragati Pramod Nathani

*#Appointed as on 11th January, 2017*

**STAUTORY AUDITORS**

M/s R K Chaudhary & Associates  
Chartered Accountants  
3<sup>rd</sup> Floor, Kamanwala Building  
Sir P M Road, Fort,  
Mumbai 400 001

**REGISTRAR & SHARE TRANSFER AGENTS**

Sharex Dynamic (India) Pvt Ltd  
Unit No 1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool  
Andheri East, Mumbai 400 072

**REGISTERED OFFICE**

701 Palm Spring, Link Road,  
Malad West, Mumbai 400 064

**CHIEF FINANCIAL OFFICER**

##Ms. Yashika Yuvraj Malhotra

*##Appointed as on 26th May, 2017*

**COST AUDITORS**

M/s NNT & Co  
Cost Accountants  
602 Silver Matru Prabha  
Cama Lane, Kirol Road,  
Ghatkopar West, Mumbai 400 086

**INTERNAL AUDITORS**

Vikas Jindal & Associates  
Chartered Accountants  
B 153 Ostwal Ornate  
Jesal Park Bhayander East, Dist Thane 401105

**PLANT**

Plot No 28, 29  
Shah and Mehta Industrial Estate,  
Village Ghonsai, Taluka Wada, Dist Thane

<b>CONTENTS</b>	<b>Page No</b>
Company Information	2
Notice of AGM	3
Director's Report	10
Management Discussion Analysis	32
Corporate Governance Report	35
Independent Auditor's Report	47
Balance Sheet	50
Statement of Profit and Loss	51
Cash Flow Statement	52-53
Significant Accounting Policies	54
Notes forming part of Financial Statement	57
Attendance Sheet and Proxy Form	65
Ballot Form	67
Nomination Form	69
AGM Venue Route Map	71

**HILTON METAL FORGING LIMITED**

**CIN: L28900MH2005PLC154986**

**REGD. OFFICE: 701, PALM SPRING, LINK ROAD, MALAD (WEST) MUMBAI-400064**

**EMAIL:SECRETARIAL@HILTONMETAL.COM; TEL NO:022-4042 6565**

**NOTICE**

Notice is hereby given that the Twelfth Annual General Meeting of the Members of **Hilton Metal Forging Limited** will be held on Thursday, 28<sup>th</sup> September, 2017 at 701, Palm Spring, Link Road, Malad (West), Mumbai-400 064 at 4.00 p.m. to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1 - Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements for the Financial year ended 31<sup>st</sup> March, 2017 together with the report of the Board of Directors and Auditor's thereon.

**Item No. 2 – Appointment of Director**

To appoint a Director in place of Mr. Navraj Hirajal Malhotra (DIN 00225183) who retires by rotation and being eligible, offers himself for re-appointment.

**Item No. 3 - Appointment of Auditors**

To consider and, if thought fit, to pass the following resolution, which will be proposed as an **Ordinary Resolution**:

**“RESOLVED THAT**, that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as may be amended from time to time, and pursuant to the recommendations of the audit committee of the Board of Directors, R. Jaitlia & Co., (Firm Registration No. 117246W), be and is hereby appointed as Statutory Auditors of the Company in place of retiring auditors R K Chaudhary & Associates, Chartered Accountants (Firm Registration No. 133512W), to hold office from the conclusion of 12<sup>th</sup> Annual General Meeting until the conclusion of 16<sup>th</sup> consecutive Annual General Meeting of the Company(subject to ratification of their appointment by Members at every Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration payable to them as may be recommended by the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**SPECIAL BUSINESS:**

**Item No. 4 – Remuneration of Cost Auditor for the Financial year ending 31<sup>st</sup> March, 2018**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), NNT & Co., Cost Auditors (Firm Registration No. 28904), appointed as Cost Auditors by the Board of Directors of the Company to conduct the Audit of the Cost records for the Financial Year ending 31<sup>st</sup> March, 2018, be paid a remuneration of Rs.55,000/-(Rupees Fifty Five Thousand only) per annum plus reimbursement of actual out-of-pocket expenses in connection with the audit of the cost records.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 5 – Adoption of new set of Articles of Association**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the necessary registration approvals, consents, permissions or sanctions required, if any, by the Registrar of Companies, and any other appropriate authority, the new Articles of Association consistent with the provisions of the Companies Act, 2013, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 6 –Service of Documents to the members**

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

**“RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least 10 days in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**For and On Behalf of Board of Directors**

**Sd/-**

**Mr. Yuvraj Malhotra**

**Chairman & Managing Director**

**DIN: 00225156**

**Registered office:**

701, Palm Spring  
Link Road, Malad (West),  
Mumbai – 400 064.

**Date: 11/08/2017**

**Place: Mumbai**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
3. Proxy Form and Attendance Slip are enclosed. The instrument appointing Proxy as per the format included in the Annual Report, duly completed, stamped and signed should be returned to the Registered Office of the Company not less than Forty Eight hours before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority letter/power of attorney, as applicable, issued by the member organization. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Pursuant to provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and further a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. The Register of Members and Share Transfer Book of the Company will remain closed from Monday 18<sup>th</sup> September, 2017 to Thursday 28<sup>th</sup> September, 2017 (both days inclusive).
6. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
7. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Members are requested to intimate to Sharex Dynamic (India) Private Ltd, Registrar and Transfer Agents of the Company their e-mail address for sending notice /documents through e-mail as per directives issued by Government of India, Ministry of Corporate Affairs , vide Circular No 17/2011 dated 21.04.2011 Members are requested to address all correspondences including

dividend matters to the Registrar and Transfer Agents, Sharex Dynamic (India) Private Ltd, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri – Kurla Road, Andheri – East, Mumbai - 400 072, Email-henry@sharexindia.com .

9. Members whose shareholding is in dematerialized form are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Member holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to Company/ Sharex Dynamic (India) Private Ltd.
10. Pursuant to Sections 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund ("IEPF") established by the Central Government. The Company during the year has transferred a sum of **Rs.1,33,921/-** being unclaimed dividend amount for the financial year 2008 to the Investor Education and Protection Fund of the Central Government. The shareholders who have not claimed their dividend for the financial year 2009 and all subsequent years are requested to claim their dividends early as possible failing which it would be transferred to IEPF as per the tentative dates as available on the Company's website at [www.hiltonmetal.com](http://www.hiltonmetal.com).
11. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in dematerialized may contact their respective Depository Participants for recording of nomination.
12. Members are requested to bring their copies of Annual Report to the Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote. Members /proxies attending the meeting should bring the Attendance Slip, duly filled in for handing over at the venue of the meeting.
13. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, 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.
14. Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection for eligible members on all working days except on Saturdays, and holidays between 11.00 a.m. to 01.00 p.m. upto the date of the 12<sup>th</sup> Annual General Meeting.
15. The Ministry of Corporate Affairs has allowed paperless compliances by companies through electronic mode by providing the same under the Companies Act, 2013 and rules framed thereunder. The Members can now receive various notices and documents including Annual Reports through electronic mode. Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Members are requested to register / update their e-mail id for e-communication with the Depository Participants. 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. Members may also note that the Annual Report for the financial year 2017 together with Notice of the 12<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. [www.hiltonmetal.com](http://www.hiltonmetal.com) for their download.
16. In accordance with the provisions of Section 101 of the Companies Act, 2013 read along with Rule 18 of the Companies (Management and Administration) Rules, 2014, copy of Annual Report of the Company for Financial Year 2017 along with this Notice of the 12<sup>th</sup> inter alia indicating the process and manner of e-voting along with Attendance Slip, polling paper and Proxy Form and Annual Report for 2017 are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 12<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 12<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

**The Instruction for Members for voting electronically is as under:**

In case of members receiving e-mail:

- (i) The voting period begins on Monday, 25<sup>th</sup> September, 2017 and ends on Wednesday, 27<sup>th</sup> September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off of Thursday, 21<sup>st</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.



- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "HILTON METAL FORGING LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Other Instructions**

- Mr. Haresh Sanghvi of M/s H P Sanghvi & Co., Practicing Company Secretaries (Membership No. 2259) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- The Members who have not casted their vote by remote e-voting prior to the Annual General Meeting ("AGM") can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. If a Member casts vote again at the AGM, then votes casts through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- The Voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Thursday, September 21<sup>st</sup>, 2017..
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Ownership maintained by the RTA/ Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the AGM and should treat this Notice for information purpose only. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as of the cutoff date, may obtain the login ID and password by sending a request to CDSL at [helpdesk.evotingindia@cdslindia.com](mailto:helpdesk.evotingindia@cdslindia.com). However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
- The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.hiltonmetal.com](http://www.hiltonmetal.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within 48 Hr of passing of the resolutions at the 12<sup>th</sup> Annual General Meeting of the Company and communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the company are listed.

**For and On Behalf of Board of Directors**

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

**Registered office:**

701, Palm Spring  
Link Road, Malad (West),  
Mumbai – 400 064.

**Date: 11/08/2017**

**Place: Mumbai**



**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.****ITEM NO. 4:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the Re-appointment and remuneration of Ms. Nikita Talati of NNT & Co., Cost Accountant, Mumbai to conduct the Audit of the Cost records of the Company for the financial year ending 31st March, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the company.

Accordingly, the Board recommends the resolution as set out of Item no.4 of the Notice for the approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

**ITEM NO.5**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Indian Companies Act, 1956, and were amended from time to time. It is proposed to amend the existing Articles of Association of the Company to make it consistent with the provisions of the Companies Act, 2013 including the Rules framed thereunder.

Accordingly the Board of Directors at its meeting held on August 11th, 2017 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft of the Articles of Association of the Company is available on the Company's website: [www.hiltonmetal.com](http://www.hiltonmetal.com) for perusal by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

**ITEM NO.6**

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolutions set out at Item No. 6 of the Notice for approval by the shareholders

**For and On Behalf of Board of Directors**

**Sd/-**

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

**Registered office:**

701, Palm Spring  
Link Road, Malad (West),  
Mumbai – 400 064.

**Date: 11/08/2017**

**Place: Mumbai**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT  
THE FORTHCOMING ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of Director	Mr. Navraj Hiralal Malhotra
Nationality	Indian
Date of Birth	15/01/1969
Qualification	Commerce Graduate
Date of Appointment	21/07/2005
Expertise	16 years of experience in commercial aspects of the industry and looks after purchase, production planning.
Directorships in other public companies as on 31 <sup>st</sup> March, 2017	NIL
Chairman / Member of any other Committees as on 31 <sup>st</sup> March, 2017	NIL
Shareholding in the Company as on 31 <sup>st</sup> March, 2017 (Equity Share of Rs. 10/- Each)	1,49,653 Equity Shares
Relationship between directors inter-se	Brother of Mr. Yuvraj Malhotra, Director of the Company

**For and On Behalf of Board of Directors**

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

**Registered office:**

701, Palm Spring  
Link Road, Malad (West),  
Mumbai – 400 064.

**Date: 11/08/2017**

**Place: Mumbai**

**DIRECTORS' REPORT**

To

**The Members**

**Hilton Metal Forging Limited**

Your Directors have pleasure in presenting the Twelfth Annual Report together with the Audited Statements of Accounts and the Auditors Report of your company for the financial year ended March 31, 2017.

**1. FINANCIAL HIGHLIGHTS**

The summary of Companies financial performance, for the financial year 2016-17 as compared to previous financial year 2015-16 is given below.

(Rs in Lakhs)

Particulars	Year Ended March 2017	Year Ended March 2016
Total revenue	8040.64	6718.08
Less: Operating Expenses & Provision	7486.08	6371.40
Profit before Interest, Depreciation & Taxes	554.56	346.68
Less: Depreciation	257.70	253.69
Less: Interest & finance Charges	303.10	229.59
Profit before Tax	(6.23)	(136.59)
<b>Less: Provision for Taxation</b>	(25.55)	(21.81)
Profit After Tax	(31.78)	(158.40)
Balance Brought forward	824.31	982.71
Balance Available for Appropriation	792.53	824.31
<b>Appropriation :</b>		
Proposed Dividend for the Financial year	-	-
Corporate Dividend Tax	-	-
Transferred to General Reserves	-	-
Surplus retained in Profit & Loss account	792.53	824.31

**2. PERFORMANCE OVERVIEW**

During the year under review, the total revenue of the company was Rs.8040.64 Lacs as compared to Rs. 6718.08 Lacs during the previous year amounting to an increase of 19.69 %, the PAT was Rs.(31.78 Lacs) as compared to last year loss of Rs.(158.40 Lacs) Company's performance for the year under the review year was improved considerably.

**3. CHANGE IN NATURE OF BUSINESS, IF ANY**

There was no change in nature of Business of the Company during the year under review.

**4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013**

The Company has not transferred any amount to General Reserves for the Financial Year 2017.

**5. DIVIDEND**

In view of the losses, the Board does not propose any dividend for the year ended 31<sup>st</sup> March, 2017.

**6. PUBLIC DEPOSITS**

During the year, the Company has not accepted any deposits from the public and as such, there are no outstanding deposits within the purview of section 73 of the Companies Act, 2013 and rules made there under.

**7. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY**

Company does not have any Subsidiary, Joint venture or Associate Company.

**8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF). Shareholders of the Company who have not received or encashed their dividend for the Financial years, as mentioned below, are requested to claim the unpaid / unclaimed dividend from the Company before its transfer to the above mentioned Fund.

Sr. No	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount (In Rs.)	Due Date for transfer to IEPF Account
1	2009-10	30.09.2010	43,837	28-09-2017
2	2010-11	28.09.2011	32,118	26-09-2018
3	2011-12	29.09.2012	41,731	28-09-2019
4	2012-13	30.09.2013	59,404	28-09-2020
5	2013-14	27.09.2014	46,383	25-09-2021
6	2014-15	30.09.2015	68,632	28-09-2022

## 9. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which these financial statements relate and the date of this Report.

## 10. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 as required under Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 (as amended), forms part of this Report as “**Annexure I**”

## 11. DIRECTORS AND KEY MANAGERIAL PERSONNELS

### a) Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, Mr. Navraj Malhotra, Whole time Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and offers himself for re-appointment. The Board recommends his re-appointment.

As stipulated under the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of the Director proposed to be re-appointed is given in the Notice convening 12th Annual General Meeting.

The above named Director has furnished its declarations in Form DIR-8 pursuant to the provisions of Section 164(2) of the Companies Act 2013 read with Rule 14 (1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

### b) Declaration by Independent Director(s)

All Independent Directors have given their respective declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

### c) Change in Composition of Board and Key Managerial Personnel

Ms. Divya Mer has tendered her resignation from the post of Company Secretary w.e.f 31<sup>st</sup> August, 2016. The vacancy caused by her resignation was filled by the appointment of Ms. Pragati Pramod Nathani w.e.f 11<sup>th</sup> January, 2017.

Further, Mr. Rohit Pandey has tendered his resignation from the post of Chief Financial Officer w.e.f 27<sup>th</sup> October, 2016. The vacancy caused by his resignation was filled by appointment of Mr. Yashika Yuvraj Malhotra w.e.f 26<sup>th</sup> May, 2017.

### d) Number of Meetings of the Board

During the year, five Board Meetings were convened and held, which are disclosed in the Report on Corporate Governance forming part of the Annual Report of the Company.

### e) Performance Evaluation of the Board

Pursuant to the provisions of the Act, and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its Committees.

At the meeting of the Board all the relevant factors, that are material for evaluating the performance of individual Directors, the Board and its various committees were discussed in detail. Various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance etc. were taken into consideration.

A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the independent Directors was carried out by the entire Board.

The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

**f) Committees of the Board**

Currently the board has four committees: the Audit committee, the Nomination and Remuneration Committee, the Stake holders Relationship Committee and Committee of Independent Directors. A detailed note on the composition of Board and its committees is provided in the Corporate Governance Report forming part of this Annual Report.

Nomination and Remuneration policy is applicable to all Directors, Key Managerial Personnel (KMP), Senior Management team and other employees of the Company and the same has been annexed to this Report and marked as “Annexure-II” and is also available on the Company’s Website [www.hiltonmetal.com](http://www.hiltonmetal.com).

**12. VIGIL MECHANISM**

As per the provisions of Section 177(9) of the Companies Act, 2013 the Company is required to establish a Vigil Mechanism for Directors and Employees to provide for adequate safeguards against victimization of the stakeholders and provide for direct access to the Management.

The policy can be accessed on the Company’s website [www.hiltonmetal.com](http://www.hiltonmetal.com)

**13. DIRECTORS’ RESPONSIBILITY STATEMENT:**

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of annual accounts for the year ended on 31st March, 2017 and confirm that:

- in the preparation of the annual accounts, for financial year 2016-17, the applicable accounting standards had been followed and there are no material departures from the same;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**14. INSIDER TRADING CODE**

The Company has adopted a Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Conduct for fair disclosures pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

**15. RISK MANAGEMENT**

The Audit Committee has also been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risks which the Company may be exposed to. The Board also reviews the risk management assessment and minimization procedures

**16. DETAILS ABOUT CSR COMMITTEE, POLICIES, IMPLEMENTATION AND INITIATIVES**

The Company is not falling under the criteria as mentioned in the Section 135 of the Companies Act, 2013 and rules made thereof. Hence, Formulation of CSR Committee and adopting a policy on CSR is not applicable to the Company.

**17. REPORT ON CORPORATE GOVERNANCE**

The Company has taken the requisite steps to comply with the recommendations concerning Corporate Governance. A separate statement on Corporate Governance together with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report

**18. AUDITORS**

**a) STATUTORY AUDITORS AND THEIR REPORT:**

The Board of Directors, on the recommendation of the Audit Committee, proposed the name of R. Jaitlia & Co., Chartered Accountants, Mumbai (Registration no. 117246W) to be appointed as Statutory Auditors of the Company in place of retiring auditors R K Chaudhary & Associates, Chartered Accountants, Mumbai (Registration No. 35487), to hold office from the conclusion of 12<sup>th</sup> Annual General Meeting until the conclusion of 16<sup>th</sup> Annual General Meeting of the Company (subject to ratification of their appointment by Members at every Annual General Meeting), subject to the approval of the members in the ensuing 12th Annual General Meeting .

The Auditors' Report to the Shareholders for the year under review is annexed to this Report and it does not contain any reservation, qualification or adverse remark. The comments in the Auditors' Report read with notes to the accounts are self-explanatory.

**b) COST AUDITORS AND THEIR REPORT:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company are required to be audited.

As required under the Companies Act, 2013, the appointment and remuneration payable to the cost auditor is required to be placed before the Members in a General Meeting for their ratification. The appointment and remuneration payable to NNT & Co., Cost Accountants is included in Item No.4 of the Notice convening the Annual General Meeting.

The cost audit report for the financial year 31st March 2017 does not contain any reservation, qualification or adverse remark.

**c) SECRETARIAL AUDITOR AND THEIR REPORT:**

Pursuant to the provisions of Section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (as amended) the Company has appointed H P Sanghvi & Co., Practicing Company Secretaries (Membership No. 2259) for conducting Secretarial Audit of the Company for the financial year ended on March 31, 2017.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2017 is annexed herewith as '**Annexure III**' to this Report.

As per the observation of Secretarial auditor :

- i) The vacancy caused by the resignation of Chief Financial Officer shall be filled up by the Board at the meeting of the Board of Directors within a period of six months from the date of such vacancy i.e by 27<sup>th</sup> April, 2017. However the same was filled in by the Company on 25th May, 2017. The Company was trying to identify and appoint a suitable candidate, whose presence can benefit the Company in particular and the shareholders at large.
- ii) Non filing of Foreign Liabilities and Assets return for the year ended March, 2017 was due to lack of understanding of applicable provisions. The company will file the said form as early as possible.

**d) INTERNAL AUDIT AND THEIR REPORT:**

Pursuant to the provisions of Section 138 of the Act, read with the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee reappointed M/s Vikas Jindal & Associates as an Internal auditor of the Company. The Internal Auditor submits his reports on quarterly basis to the Audit Committee.

Based on the report of Internal audit, management undertakes corrective action in their respective areas and thereby strengthens the controls.

**19. INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with reference to the financial statements. The Audit Committee evaluates the efficiency and adequacy of the financial control system in the company and strives to maintain the standards in the Internal Financial Control.

**20. DISCLOSURES**

**PARTICULARS OF LOANS, GUARANTEE AND INVESTMENTS:**

The Company has not given any guarantee or advanced any loans pursuant to the provisions of Section 186 of the Act. Details of investments made by the Company have been given in the notes of the Financial Statements.

**PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered into with related parties as defined under the Companies Act, 2013 and Reg 23 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015; during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

**SHARE CAPITAL:**

The Company has neither issued any Sweat Equity Shares or Bonus shares nor have bought back any of its securities nor have provided any stock option scheme to the employees during the year under review.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as "**Annexure-IV**"



**PARTICULARS OF EMPLOYEES AND REMUNERATION:**

Disclosures pertaining to remuneration and other details are required under Section 197(12) of the Act read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is forming part of the Directors' Report for the year ended 31st March, 2017 and is attached to this Report and marked as "**Annexure V**"

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, there are no employees drawing remuneration in excess of the limits set out in the said rules.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN**

The Company has zero tolerance towards sexual harassment at the workplace and hence, has formulated Sexual Harassment Policy which is available on Company's intranet portal and is accessible to all the employees of the Company. During the year under review, has not received any complaints of sexual harassment.

**21. STATUTORY COMPLIANCE**

The Company has complied with all the statutory requirements. A declaration regarding compliance of the provisions of the various statutes is also made by the Managing Director. The Company ensures compliance of the Companies Act, 2013; SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and various statutory authorities on quarterly basis in the Board Meeting.

**22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There were no significant and material orders passed by the regulators or courts or Tribunals impacting the going concern status and company's operation in future.

**23. ACKNOWLEDGEMENTS:**

Your Directors would like to express their sincere appreciation of the positive Co-operation received from the Governments and bankers. The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers, workers and staff of the company resulting in the successful performance during the year.

The Board also takes this opportunity to express its deep gratitude for the continued co operation and support received from its valued shareholders. The Directors express their special thanks to Mr. Yuvraj Malhotra, Chairman and Managing Director for his untiring efforts for the progress of the Company.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Dated: 11/08/2017**

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

**ANNEXURE-IV**

**Prescribed particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

**A. CONSERVATION OF ENERGY**

**(i) Steps taken by the company on conservation of energy**

Energy conservation is priority area for the Company, and the measures taken during the year included:

1. Systematic maintenance of furnaces to ensure optimum performance.
2. Overall Equipment Effectiveness improvement.
3. Load Management to achieve unity power factor.
4. Installed translucent sheets for natural lights.
5. Energy saving by optimum utilization of furnaces
6. Cycle time reduction of forging units.
7. Use energy efficient motors in various equipment's.
8. Awareness and training programs for employees

**(ii) Additional investment proposals, if any, being implemented for reduction of consumption of energy.**

Proposed work area includes furnaces, water cooling plants, servo control voltage stabilizers for lighting, compressed air systems and selection of energy efficient plant and machinery.

**(iii) Impact of the above measures for reduction of energy consumption and consequent impact of the cost of the production of goods**

On account of the measures taken and proposed to be taken, the Company is confident of improving raw material yield and reduce the cost incurred towards fuel costs. The measures taken will in turn help to reduce the cost of production of the goods and will make our products more competitive.

**B. TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION:**

**(i) Efforts made towards technology absorption, adaption and innovation:**

Sustained efforts are made to reduce the consumption of raw material by using versatile designing and multiple lay-out of dies.

**(ii) Benefits derived as a result of the above:**

- a) Improved competitive position through significantly improved products for new markets.
- (b) Improved competency in designing process & products for customers.
- (c) Upgradation of technical skill of employees for higher productivity & more consistent quality.

**(iii) No technology was imported in the last three years**

**(iv) Expenditure incurred on Research and Development:**

The Company has been continuously putting effort to develop new products for other segments. The Company is doing many research activities in the areas of component weight reduction, process design, process improvement etc

**C. FOREIGN EXCHANGE EARNING AND OUTGO:**

Our Foreign Exchange Earnings (FOB) through exports was to the tune of Rs 3259.36 Lakhs.

The Company's outgo of foreign exchange activities amounted to Rs 18.81 Lakhs.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Dated:11/08/2017**

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

**ANNEXURE-I**  
**FORM NO. MGT-9**

**Extract of the Annual Return as on the financial year ended March 31st, 2017**  
*(Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies*  
*(Management and Administration) Rules, 2014)*

**I. REGISTRATION AND OTHER DETAILS**

- i. **CIN:** L28900MH2005PLC154986
- ii. **Registration Date:** 21st July 2005
- iii. **Name of the Company:** HILTON METAL FORGING LIMITED
- iv. **Category:** Company Limited by shares  
**Sub-Category of the Company:** Indian Non-Government Company
- v. **Address of the Registered Office and contact details:**  
701, Palm Spring, Link Road, Mumbai- 400064  
Tel.: 022-4042 6565, Fax: 022-40426566  
Email: secretarial@hiltonmetal.com  
Website: www.hiltonmetal.com
- vi. **Whether Listed Company:** Yes, Listed on BSE and NSE.
- vii. **Name, Address and Contact details of Registrar and Transfer Agent:**  
**M/s. Sharex Dynamic (India) Private Limited.**  
Unit 1, Luthra Industrial Premises  
Safed Pool, Andheri – Kurla Road  
Andheri – East, Mumbai - 400 072  
Ph: 022 – 28515606/5644.  
Fax :022-28512885  
Website: www.sharexindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES**

All the business activities contributing 10 % or more of the total turnover of the Company

Sr. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
1.	Forging and Metal	28910	100%

**III. PARTICULAR OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr No	Name and Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
NIL					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2016)				No. of shares held at the end of the year (As on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	6477799	-	6477799	52.06	6477799	-	6477799	52.06	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	68400	-	68400	0.55	68400	-	68400	0.55	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>6546199</b>	<b>-</b>	<b>6546199</b>	<b>52.61</b>	<b>6546199</b>	<b>-</b>	<b>6546199</b>	<b>52.61</b>	<b>-</b>

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2016)				No. of shares held at the end of the year (As on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) =(A) (1)+(A)(2)</b>	<b>6546199</b>	-	<b>6546199</b>	<b>52.61</b>	<b>6546199</b>	-	<b>6546199</b>	<b>52.61</b>	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	<b>583000</b>	-	<b>583000</b>	<b>4.69</b>	<b>583000</b>	-	<b>583000</b>	<b>4.69</b>	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>583000</b>	-	<b>583000</b>	<b>4.69</b>	<b>583000</b>	-	<b>583000</b>	<b>4.69</b>	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	<b>264141</b>	-	<b>264141</b>	<b>2.12</b>	<b>230035</b>	-	<b>230035</b>	<b>1.84</b>	<b>-0.27</b>
ii) Overseas	-	<b>150000</b>	<b>150000</b>	<b>1.21</b>	-	<b>150000</b>	<b>150000</b>	<b>1.21</b>	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	<b>2755450</b>	<b>5</b>	<b>2755455</b>	<b>22.14</b>	<b>2715248</b>	<b>5</b>	<b>2715253</b>	<b>21.82</b>	<b>-0.32</b>
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	<b>1812824</b>	-	<b>1812824</b>	<b>14.56</b>	<b>1726971</b>	-	<b>1726971</b>	<b>13.88</b>	<b>-0.69</b>
c) Others (specify)									
Trusts	-	-	-	-	-	-	-	-	-
Clearing member	<b>15717</b>	-	<b>15717</b>	<b>0.13</b>	<b>173047</b>	-	<b>173047</b>	<b>1.39</b>	<b>1.26</b>
Market Maker	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Non Resident Indians	<b>315680</b>	-	<b>315680</b>	<b>2.54</b>	<b>318511</b>	-	<b>318511</b>	<b>2.56</b>	<b>0.02</b>
<b>Sub-total (B)(2):</b>	<b>5163812</b>	<b>150005</b>	<b>5313817</b>	<b>42.70</b>	<b>5163812</b>	<b>150005</b>	<b>5313817</b>	<b>42.70</b>	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>5746812</b>	<b>150005</b>	<b>5896817</b>	<b>47.39</b>	<b>5746812</b>	<b>150005</b>	<b>5896817</b>	<b>47.39</b>	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>12293011</b>	<b>150005</b>	<b>12443016</b>	<b>100</b>	<b>12293011</b>	<b>150005</b>	<b>12443016</b>	<b>100</b>	-

(ii) **Shareholding of Promoters**

Shareholders Name	No. of shares held at the beginning of the year (As on 01.04.2016)			No. of shares held at the end of the year (As on 31.03.2017)			% Change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Navraj Malhotra	149653	1.20	Nil	149653	1.20	Nil	Nil
Yuvraj Hiralal Malhotra HUF	68400	0.55	Nil	68400	0.55	Nil	Nil
Hilton Steel Forgings Pvt Ltd	68400	0.55	Nil	68400	0.55	Nil	Nil
Yuvraj Hiralal Malhotra	5575934	44.81	Nil	5575934	44.81	Nil	Nil
Diksha Yuvraj Malhotra	672812	5.41	Nil	672812	5.41	Nil	Nil
Seema Gujral	11000	0.09	Nil	11000	0.09	Nil	Nil

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the Year (As on 31.03.2017)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Navraj Malhotra</b>				
At the beginning of the year	149653	1.20	149653	1.20
Changes during the year	No Change During the year			
At the End of the year	149653	1.20	149653	1.20
<b>Yuvraj Hiralal Malhotra HUF</b>				
At the beginning of the year	68400	0.55	68400	0.55
Changes during the year	No Change During the year			
At the End of the year	68400	0.55	68400	0.55
<b>Hilton Steel Forgings Pvt Ltd</b>				
At the beginning of the year	68400	0.55	68400	0.55
Changes during the year	No Change During the year			
At the End of the year	68400	0.55	68400	0.55
<b>Yuvraj Hiralal Malhotra</b>				
At the beginning of the year	5575934	44.81	5575934	44.81
Changes during the year	No Change During the year			
At the End of the year	5575934	44.81	5575934	44.81
<b>Diksha Yuvraj Malhotra</b>				
At the beginning of the year	672812	5.41	672812	5.41
Changes during the year	No Change During the year			
At the End of the year	672812	5.41	672812	5.41
<b>Seema Gujral</b>				
At the beginning of the year	11000	0.09	11000	0.09
Changes during the year	No Change During the year			
At the End of the year	11000	0.09	11000	0.09

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

		Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the Year (As on 31.03.2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1. Rahn &amp; Bodmer</b>					
At the beginning of the year		583000	4.69	583000	4.69
Changes during the year		No Change During the year			
At the End of the year				583000	4.69
<b>2. Deepak Gupta</b>					
At the beginning of the year		512222	4.12	512222	4.12
Changes during the year					
Date	Reason				
04-11-2016	Transfer	(60000)	(0.49)	452222	3.63
25-11-2016	Transfer	11000	0.09	463222	3.72
02-12-2016	Transfer	4694	0.04	467916	3.76
09-12-2016	Transfer	1000	0.01	468916	3.77
16-12-2016	Transfer	(22702)	(0.18)	446214	3.59
23-12-2016	Transfer	6982	0.06	453196	3.64
03-03-2017	Transfer	(96659)	(0.78)	356537	2.86
10-03-2017	Transfer	5000	0.05	361537	2.91
31-03-2017	Transfer	11200	0.08	372737	2.99
At the End of the year				372737	3.00
<b>3. Subramanian P</b>					
At the beginning of the year		116890	0.94	116890	0.94
Changes during the year					
Date	Reason				
08-04-2016	Transfer	9051	0.07	125941	1.01
15-04-2016	Transfer	849	0.01	126790	1.02
22-04-2016	Transfer	1320	0.01	128110	1.03
29-04-2016	Transfer	480	0.00	128590	1.03
30-06-2016	Transfer	3600	0.03	132190	1.06
08-07-2016	Transfer	3724	0.03	135914	1.09
15-07-2016	Transfer	1440	0.01	137354	1.10
22-07-2016	Transfer	1136	0.01	138490	1.11
29-07-2016	Transfer	900	0.01	139390	1.12
12-08-2016	Transfer	1980	0.02	141370	1.14
26-08-2016	Transfer	5870	0.04	147240	1.18
02-09-2016	Transfer	9450	0.08	156690	1.26
07-10-2016	Transfer	4410	0.03	161100	1.29
14-10-2016	Transfer	132980	1.07	294080	2.36
21-10-2016	Transfer	1773	0.02	295853	2.38
28-10-2016	Transfer	1455	0.01	297308	2.39
04-11-2016	Transfer	2725	0.02	300033	2.41
18-11-2016	Transfer	7000	0.06	307033	2.47
02-12-2016	Transfer	8000	0.06	315033	2.53
09-12-2016	Transfer	6000	0.05	321033	2.58
16-12-2016	Transfer	995	0.01	322028	2.59
23-12-2016	Transfer	2000	0.01	324028	2.60
30-12-2016	Transfer	5000	0.04	329028	2.64
06-01-2017	Transfer	500	0.01	329528	2.65



		Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the Year (As on 31.03.2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
03-02-2017	Transfer	1000	0.01	330528	2.66
17-02-2017	Transfer	1000	0.00	331528	2.66
03-03-2017	Transfer	2500	0.02	334028	2.68
10-03-2017	Transfer	14000	0.12	348028	2.80
24-03-2017	Transfer	1700	0.01	349728	2.81
31-03-2017	Transfer	4762	0.04	354490	2.85
At the End of the year				354490	2.85
<b>4. Sony Sebastian</b>					
At the beginning of the year		283200	2.28	283200	2.28
Changes during the year					
Date	Reason				
17-06-2016	Transfer	100	0.00	283300	2.28
24-06-2016	Transfer	200	0.00	283500	2.28
30-06-2016	Transfer	100	0.00	283600	2.28
22-07-2016	Transfer	250	0.00	283850	2.28
29-07-2016	Transfer	50	0.00	283900	2.28
At the End of the year				283900	2.28
<b>5 Omprakash Siremalji Kanungo</b>					
At the beginning of the year		174377	1.40	174377	1.40
Changes during the year					
Date	Reason				
04-11-2016	Transfer	(2099)	0.02	172278	1.38
At the End of the year				172278	1.38
<b>6. Evenort Ltd</b>					
At the beginning of the year		150000	1.21	150000	1.21
Changes during the year		No Change During the year			
At the End of the year		150000	1.21	150000	1.21
<b>7. Chirag Shantilal Shah</b>					
At the beginning of the year		201087	1.61	201087	1.61
Changes during the year					
Date	Reason				
24-06-2016	Transfer	(1087)	(0.01)	200000	1.60
15-07-2016	Transfer	(650)	0.00	199350	1.60
22-07-2016	Transfer	(9606)	(0.08)	189744	1.52
29-07-2016	Transfer	(26103)	(0.21)	163641	1.31
05-08-2016	Transfer	(560)	0.00	163081	1.31
12-08-2016	Transfer	(2866)	(0.02)	160215	1.29
23-09-2016	Transfer	(1000)	(0.01)	159215	1.28
21-10-2016	Transfer	(1000)	(0.01)	158215	1.27
28-10-2016	Transfer	(2390)	(0.02)	155825	1.25
04-11-2016	Transfer	(4895)	(0.04)	150930	1.21
11-11-2016	Transfer	(3000)	(0.01)	147930	1.19
16-12-2016	Transfer	(500)	(0.01)	147430	1.18
27-01-2017	Transfer	(686)	0.00	146744	1.18
03-03-2017	Transfer	(36744)	(0.30)	110000	0.88
At the End of the year				110000	0.88

		Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the Year (As on 31.03.2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>8. Sumangal Shares &amp; Securities Pvt. Limited</b>					
At the beginning of the year		74779	0.60	74779	0.60
Changes during the year					
Date	Reason				
21-10-2016	Transfer	(48000)	(0.38)	26779	0.21
03-03-2017	Transfer	48000	0.38	74779	0.60
At the End of the year				74779	0.60
<b>9. Praful Mehta</b>					
At the beginning of the year		91200	0.73	91200	0.73
Changes during the year					
Date	Reason				
04/09/2015	Transfer	(15000)	(0.12)	76200	0.61
19/02/2016	Transfer	(3600)	(0.03)	72600	0.58
At the End of the year				72600	0.58
<b>10. Karvy Stock Broking Ltd</b>					
At the beginning of the year		73515	0.59	73515	0.59
Changes during the year					
Date	Reason				
22-04-2016	Transfer	(400)	0.00	73115	0.59
20-05-2016	Transfer	(100)	(0.01)	73015	0.58
29-07-2016	Transfer	(100)	0.00	72915	0.58
05-08-2016	Transfer	400	0.01	73315	0.59
09-09-2016	Transfer	100	0.00	73415	0.59
16-09-2016	Transfer	(100)	0.00	73315	0.59
23-09-2016	Transfer	(40)	0.00	73275	0.59
30-09-2016	Transfer	(200)	(0.01)	73075	0.58
07-10-2016	Transfer	(4500)	(0.03)	68575	0.55
04-11-2016	Transfer	1025	0.01	69600	0.56
11-11-2016	Transfer	(32)	0.00	69568	0.56
18-11-2016	Transfer	100	0.00	69668	0.56
25-11-2016	Transfer	20	0.00	69688	0.56
02-12-2016	Transfer	(120)	0.00	69568	0.56
09-12-2016	Transfer	200	0.00	69768	0.56
16-12-2016	Transfer	2200	0.01	71968	0.57
23-12-2016	Transfer	200	0.01	72168	0.58
30-12-2016	Transfer	900	0.00	73068	0.58
13-01-2017	Transfer	(708)	0.00	72360	0.58
20-01-2017	Transfer	(150)	0.00	72210	0.58
03-02-2017	Transfer	(652)	(0.01)	71558	0.57
17-02-2017	Transfer	(14)	0.00	71544	0.57
03-03-2017	Transfer	1126	0.01	72670	0.58
10-03-2017	Transfer	784	0.01	73454	0.59
17-03-2017	Transfer	(1441)	(0.01)	72013	0.58
24-03-2017	Transfer	(80)	0.00	71933	0.58
31-03-2017	Transfer	99	0.00	72032	0.58
At the End of the year				72032	0.58

**(v) Shareholding of Directors and Key Managerial Personnel:**

	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the Year (As on 31.03.2017)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Mr. Yuvraj Hiralal Malhotra (Managing Director)</b>				
At the beginning of the year	5575934	44.81	5575934	44.81
Changes during the year	No Change During the year			
At the End of the year	5575934	44.81	5575934	44.81
<b>Mr. Navraj Hiralal Malhotra (Whole time director)</b>				
At the beginning of the year	149653	1.20	149653	1.20
Changes during the year	No Change During the year			
At the End of the year	149653	1.20	149653	1.20
<b>Mrs. Diksha Yuvraj Malhotra (Director)</b>				
At the beginning of the year	672812	5.41	672812	5.41
Changes during the year	No Change During the year			
At the End of the year	672812	5.41	672812	5.41
<b>Mr. Harmohindar Singh Dhingra ( Director)</b>				
At the beginning of the year	1250	0.00	1250	0.00
Changes during the year	No Change During the year			
At the End of the year	1250	0.00	1250	0.00
<b>Mr. Rajiv Sushil Verma (Director)*</b>				
At the beginning of the year	0	0	0	0
Changes during the year	No Change During the year			
At the End of the year	0	0	0	0
<b>Mr. Sanjay Suresh Jain ( Director)</b>				
At the beginning of the year	0	0	0	0
Changes during the year	No Change During the year			
At the End of the year	0	0	0	0
<b>Mr. Manoj Kumar More ( Director)</b>				
At the beginning of the year	0	0	0	0
Changes during the year	No Change During the year			
At the End of the year	0	0	0	0
<b>Mr. Joseph William Mckay (Director)</b>				
At the beginning of the year	0	0	0	0
Changes during the year	No Change During the year			
At the End of the year	0	0	0	0
<b>Mr. Rohit Pramodkumar Pandey (CFO) #</b>				
At the beginning of the year	0	0	0	0
Changes during the year	No Change During the year			
At the End of the year	0	0	0	0
<b>Ms. Divya Mer (CS) ##</b>				
At the beginning of the year	0	0	0	0
Changes during the year	No Change During the year			
At the End of the year	0	0	0	0
<b>Ms. Pragati Pramod Nathani (CS) ###</b>				
At the beginning of the year	0	0	0	0
Changes during the year	No Change During the year			
At the End of the year	0	0	0	0

\*Mr. Rajiv Sushil Verma has been appointed as Director w.e.f. 07.04.2016

#Mr. Rohit Pramodkumar Pandey has tendered his resignation as CFO w.e.f. 27.10.2016

## Ms. Divya Mer has been appointed as Company Secretary w.e.f. 01.06.2016 and tendered her resignation w.e.f. 01.08.2016

### Ms. Pragati Pramod Nathani has been appointed as Company Secretary w.e.f. 11.01.2017

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year i.e. 1st April, 2016</b>				
i) Principal Amount	2347.52	NIL	NIL	2347.52
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>2347.52</b>	<b>NIL</b>	<b>NIL</b>	<b>2347.52</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	93.8	NIL	NIL	93.8
• Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	<b>93.8</b>	<b>NIL</b>	<b>NIL</b>	<b>93.8</b>
<b>Indebtedness at the end of the financial year i.e. 31st March, 2017</b>				
i) Principal Amount	2441.32	NIL	NIL	2441.32
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>2441.32</b>	<b>NIL</b>	<b>NIL</b>	<b>2441.32</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(In Rs.)

Particulars of Remuneration	Mr. Yuvraj Hiratal Malhotra (Managing Director)	Mr. Navraj Hiratal Malhotra (Whole-time Director)	Mrs. Diksha Yuvraj Malhotra (Executive Director)	Total Amount
<b>Gross salary</b>				
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,00,000	24,00,000	30,00,000	<b>1,14,00,000</b>
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	NIL
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	NIL
Stock Option	-	-	-	NIL
Sweat Equity	-	-	-	NIL
<b>Commission</b>	-	-	-	
- as % of profit				NIL
- others				
Others	-	-	-	NIL
<b>Total</b>	60,00,000	24,00,000	30,00,000	
<b>Total (A)</b>	<b>1,14,00,000</b>			
Ceiling as per the Act	Within the limits as approved by the Shareholders			

**B. Remuneration to other directors:**

(In Rs.)

Particulars of Remuneration	Total Amount			
Independent Directors	Mr. Harmohindar Singh Dhingra	Mr. Rajiv Sushil Verma *	Mr. Sanjay Suresh Jain	Mr. Manoj Kumar More
• Fee for attending board / committee meetings	20000	-	-	30000
• Commission	-	-	-	-
• Others	-	-	-	-
<b>Total (1)</b>	<b>20,000</b>		<b>-</b>	<b>30,000</b>

Other Non-Executive Directors	Mr. Joseph William Mckay	Total Amount (In Rs.)
• Fee for attending board / committee meetings	-	50,000/-
• Commission	-	-
• Others	-	-
<b>Total (2)</b>	-	-
<b>Total (B)=(1+2)</b>		<b>50,000</b>
<b>Total Managerial Remuneration (A+B)</b>		<b>1,14,50,000</b>
<b>Overall Ceiling as per the Act</b>		<b>NA**</b>

\* Mr. Rajiv Sushil Verma has been appointed as Director w.e.f. 07.04.2016.

\*\*The Remuneration to the Managerial Personnel is given as per Schedule V of the Companies Act, 2013.

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

(In Rs.)

Particulars of Remuneration	Key Managerial Personnel			Total Amount
	Ms. Divya Mer (Company Secretary)*	Mr. Rohit Pramodkumar Pandey (CFO)**	Ms. Pragati Pramod Nathani (Company Secretary)***	
<b>Gross salary</b>	-	-	-	-
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	45,751	6,89,750	46,855	7,82,356
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission	-	-	-	-
- as % of profit	-	-	-	-
- others	-	-	-	-
Others	-	-	-	-
<b>Total</b>				

\* Ms. Divya Mer has been appointed as Company Secretary w.e.f. 01.06.2016 and tendered her resignation w.e.f. 01.08.2016

\*\* Mr. Rohit Pramodkumar Pandey has tendered his resignation as CFO w.e.f. 27.10.2016.

\*\*\* Ms. Pragati Pramod Nathani has been appointed as Company Secretary w.e.f. 11.01.2017

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

**ANNEXURE II****REMUNERATION POLICY OF HILTON METAL FORGING LIMITED FOR THE MEMBERS OF  
BOARD AND EXECUTIVE MANAGEMENT.****1. Preamble:**

- 1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
- 1.2 The policy would be reviewed every year by the Nomination and Remuneration Committee of the Board of Directors.

**2. Aims & Objectives**

- 2.1 The aims and objectives of this remuneration policy may be summarized as follows:
  - 2.1.1 The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and Executive level.
  - 2.1.2 The remuneration policy seeks to enable the company to provide a well balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
  - 2.1.3 The remuneration policy will ensure that the interests of Board members & Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
  - 2.1.4 The remuneration policy will ensure that remuneration to Directors and Executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**3. Principles of remuneration**

- 3.1 Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- 3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- 3.3 Internal equity: The Company shall remunerate the board members and the Executives in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- 3.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people and the influence of external remuneration pressures.
- 3.5 Flexibility: Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- 3.6 Performance-Driven Remuneration: The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.
- 3.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

**4. Nomination and Remuneration Committee**

- 4.1 The Remuneration and Compensation Committee of the Board of Directors shall be re-named as Nomination and Remuneration Committee. Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.
- 4.2 The Committee shall be responsible for
  - 4.2.1 Formulating framework and/or policy for remuneration, terms of employment including service contracts, , policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis;
  - 4.2.2 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Director.
  - 4.2.3 Identifying persons who are qualified to become directors and who may be appointed as Executives in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out their evaluation.



- 4.2.4 Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 4.3 The Committee shall:
- 4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;
- 4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- 4.3.3 obtain reliable, up-to-date information about remuneration in other companies;
- 4.3.4 ensure that no director or Executive is involved in any decisions as to their own remuneration.
- 4.4 Without prejudice to the generality of the terms of reference to the Nomination and Remuneration Committee set out above, the Committee shall:
- 4.4.1 operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);
- 4.4.2 liaise with the trustee / custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors and Director should possess the highest personal and professional ethics, integrity and
- 4.4.3 review the terms of executive Directors' service contracts from time to time.

## **5 Procedure for selection and appointment of the Board Members**

- 5.1 Board membership criteria The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations. In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust. The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.
- 5.2 Selection of Board Members/ extending invitation to a potential director to join the Board 6 Procedure for selection and appointment of Executives other than Board Members
- 6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel, and produce a written document thereon;
- 6.2 The Committee may conduct a wide-ranging search for candidates for the positions of Employees within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, if any, and on the human resources market;
- 6.3 The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled as a written document;
- 6.4 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of the Employees;
- 6.5 Before the selection of Employee, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;
- 6.6 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors. One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member. The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director is appointed by the Board.

## **7. Compensation Structure**

- (a) Remuneration to Non-Executive Directors: The Non-executive Directors of the company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The sitting fees paid to the Non-executive Directors for attending meetings of Board of Directors and Audit Committee of Board of Directors will be as per industrial norms and mutually agreed from time to time. Beside the sitting fees they are also entitled to reimbursement of expenses.

The Non-executive Directors of the Company are not paid any other remuneration or commission. The sitting fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified or implemented from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013.

(b) Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) &

- (b) Senior Management Personnel (s) (SMPs): The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs, KMPs and SMPs are subjected to the approval of the Board of Directors in due compliance of the provisions of Companies Act, 2013. The remuneration for the KMP and the SMP at the time of the appointment has to be approved by the Board but any subsequent increments shall be approved by the Managing Director of the Company as per the HR policy of the Company and ratified by the Board. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

#### **8. Role of Independent Directors**

- 8.1 The Committee shall, in consultation with the Independent Directors of the Company, prepare and submit this policy to the Board for its approval
- 8.2 The Independent Directors shall have power and authority to determine appropriate levels of remuneration of executive directors and Employees and have a prime role in appointing and where necessary recommend removal of executive directors and Employees.
- 8.3 The Independent Directors shall submit its recommendations/ proposals/ decisions to the Committee which the Committee shall consult and take to the Board of Directors.

#### **9. Approval and publication**

- 9.1 This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.
- 9.2 This policy shall be hosted on the Company's website.
- 9.3 The policy shall form part of Director's report to be issued by the Board of Directors in terms of Companies Act, 2013 10 Supplementary provisions
- 10.1 This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.
- 10.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.
- 10.3 The right to interpret this Policy vests in the Board of Directors of the Company.

**ANNEXURE- III****Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

**The Members,****HILTON METAL FORGING LIMITED****701 ,Palm Spring, Link Road,****Mumbai-400064**

We have conducted the secretarial audit of the compliance of applicable statutory provisions under the Companies Act, 2013, regulations laid down by the Securities and Exchange Board of India (SEBI), Foreign Exchange Regulations and other applicable laws listed hereinbelow and the adherence to good corporate practices by **HILTON METAL FORGING LIMITED** (hereinafter called the "Company") for the audit period covering the financial year ended on 31st March, 2017. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2017, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have relied on and examined the books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us at its Registered office for the financial year ended on 31st March 2017, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015
2. There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the period under review:
  - (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
  - (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
3. Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings and Overseas Direct Investment were not attracted during the year under review;
4. Based on the information provided and review of the Compliances Report of Managing Director taken on record by the Board of the Company and also relying on the representation made by the Company and its Officers, in our opinion adequate system and process exists in the company to monitor and ensure compliances with the provisions of general and other industry and sector specific Laws and Regulations applicable to the Company, as identified and confirmed by the management of the company and listed in **Annexure -A** to this report.

- 5 We have also examined compliance with the applicable clauses of the Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above and there are no material non-compliances that have come to my knowledge except non-compliance in respect of:

1. Non conformity with the requirements of filling up the vacancy caused due to resignation of Chief Financial Officer (CFO) by the Board at their meeting within six months from the date of such vacancy, pursuant to Section 203 read with Rules framed thereunder. (*since appointed*)
2. Non- filing of Annual return on Foreign Liabilities and Assets for the year ended on March, 2017 within the due date.

**We further report that** compliances of finance and tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory Auditors and other designated professionals.

**We further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded .

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, standards, guidelines etc. having a major bearing on the Company's affairs.

**H. P. SANGHVI & COMPANY**  
**COMPANY SECRETARIES**

**Date: 09.08.2017**

**Place: Mumbai.**

**Sd/-**  
**HARESH SANGHVI**  
**FCS 2259/CP No. 3675**

**Note:** This report is to be read with our letter of even date which is annexed as **ANNEXURE-B** and forms an integral part of this report.

**ANNEXURE- A**

**List of applicable laws to the Company**

- a) The Company has complied with the laws and regulations applicable specifically to the Company given its business:
1. Legal Metrology Act, 2009.
  2. Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
  3. Air (Prevention & Control of Pollution) Act 1981 and rules thereunder.
  4. The Environment (Protection) Act, 1986
- b) All General Laws related to Direct and Indirect Taxation, Labour Laws and other incidental laws of respective States

**H. P. SANGHVI & COMPANY**  
**COMPANY SECRETARIES**

**Date: 09.08.2017**

**Place: Mumbai.**

**Sd/-**

**HARESH SANGHVI**

**FCS 2259/CP No. 3675**

**ANNEXURE- B**

**The Members,**

**HILTON METAL FORGING LIMITED**

**701 ,Palm Spring, Link Road,**

**Mumbai-400064.**

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**H. P. SANGHVI & COMPANY**  
**COMPANY SECRETARIES**

**Date: 09.08.2017**

**Place: Mumbai.**

**Sd/-**

**HARESH SANGHVI**

**FCS 2259/CP No. 3675**

**ANNEXURE-V**

**Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- i) **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17, ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year**

(In Rs.)

Sr. No.	Name of the Director/KMP and Designation	Remuneration of Director/KMP for the financial year 2016-17	% increase in Remuneration in the financial year 2016-17	Ratio of the remuneration of each director to the median remuneration of the employees
1	Mr. Yuvraj Hiralal Malhotra (Managing Director)	60,00,000	0%	52.63
2	Mr. Navraj Hiralal Malhotra (Whole Time Director)	24,00,000	0%	21.05
3	Mrs. Diksha Yuvraj Malhotra (Director)	30,00,000	0%	26.32
4	Mr. Harmohindar Singh Dhingra <sup>^</sup> (Independent Director)	-	-	-
5	Mr. Rajiv Sushil Verma <sup>^</sup> (Independent Director)	-	-	-
6	Mr. Sanjay Suresh Jain <sup>^</sup> (Independent Director)	-	-	-
7	Mr. Manoj Kumar More <sup>^</sup> (Independent Director)	-	-	-
8	Mr. Joseph William Mckay (Non-executive Director)	-	-	-
9	Ms. Divya Mer <sup>#</sup> (Company Secretary)	45,751/-	NA <sup>#</sup>	-
10	Mr. Rohit Pramodkumar Pandey <sup>#</sup> (CFO)	6,89,750	NA <sup>##</sup>	-
11	Ms. Pragati Pramod Nathani (Company Secretary)	46,855	NA <sup>*</sup>	-
12	Ms. Yashika Yuvraj Malhotra (CFO)	4,26,667	NA <sup>**</sup>	-

<sup>^</sup> None of the Independent Directors are in receipt of remuneration.

<sup>#</sup> Ms Divya Mer was appointed as Company Secretary w.e.f. 01.06.2016 and has tendered her resignation w.e.f. 31.08.2016

<sup>##</sup> Mr. Rohit Pramod kumar Pandey has tendered his resignation as CFO w.e.f. 27.10.2016

<sup>\*</sup> Ms. Pragati Pramod Nathani is appointed as Company Secretary w.e.f. 11.01.2017

<sup>\*\*</sup> Ms. Yashika Yuvraj Malhotra is appointed as Chief Financial Officer w.e.f. 26.05.2017

- ii) **The percentage increase in the median remuneration of employees in the financial year;**

The % increase in median remuneration of employee is 9.82 %.

- iii) **The number of permanent employees on the rolls of company**

87 employees as on the rolls of Company as on 31<sup>st</sup> March, 2017

- iv) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

Average percentile increase in the salaries of employees other than the managerial personnel in F.Y. 2016-17	Average percentile increase in managerial remuneration in F.Y. 2016-17	Justification
9.1 percentile	Nil	

**Note: Company Secretary was appointed in the financial year 2016-17 w.e.f. 11.01.2017**

- v) **Affirmation that the remuneration is as per the remuneration policy of the company**

The Company's remuneration policy is driven by success and performance of the individual employees and the company. Remuneration paid during the year ended March 31, 2017 is as per Remuneration policy of the Company

**For and on behalf of the Board of Directors**

**Sd/-**

**Yuvraj Malhotra**

**Chairman & Managing Director**

**DIN:00225156**

**Place: Mumbai**

**Dated: 11/08/2017**



## MANAGEMENT DISCUSSION & ANALYSIS

### 1. Global Economy

Global economic growth remained soft in FY 2016-17, owing to some of the following major factors which included structural adjustments in many countries, efforts to reduce overcapacity, recurring natural disasters, geopolitical events such as Brexit, a coup d'état in Turkey and the ongoing civil war in Syria, among others. Stagnant global trade, subdued investment, and heightened policy uncertainty further added to the woes of the world economy.

The play out of Brexit and the emergence of Donald Trump as the new US President will have a profound impact on the global economic landscape. Although the fiscal stimulus promised by Trump may add to the US economic growth in the short run, fiscal easing is underway in several other advanced economies as well since early 2016. Trump's trade agenda and the current direction of European politics, both have the potential to create a global economic and market turmoil in 2017.

The case for emerging market and developing economies remains more diverse. The growth rate in China was a bit stronger than expected, supported by continued policy stimulus. But activity was weaker than expected in some Latin American countries currently in recession, such as Argentina and Brazil. Russia fared better than expected, in part reflecting firmer oil prices. In the Middle East, growth in Saudi Arabia is expected to be weaker than previously forecast for 2017 as oil production is cut back in line with the recent OPEC agreement, while civil strife continues to take a heavy toll on many countries.

### 2. Indian Economy

India continues to be the fastest growing major economy in the world. Although the GDP growth for 2016-17 is placed at 7.1 percent, lowest in three years; the Indian economy has fared reasonably well, as compared to global macroeconomic scenario. The currency reform initiative will move the Indian economy to a less cash trajectory, increase tax compliance and reduce the threats from counterfeit currency which acts as a source of terror funding. Growth is expected to gain strength in the following years due to externalities derived from deep structural reforms implemented by our Government and robust aggregate demand.

CPI inflation which has been easing since August 2016 increased modestly to 3.65 percent in February 2017 against 3.17 percent in January 2017. Though it has marginally risen to 3.81 percent in March, 2017, it is well within the medium term CPI inflation target of 4 percent.

The wide ranging liberalisation of the FDI policy in recent years is expected to provide major impetus to employment and job creation. Most of the sectors, except a small negative list, are now under the automatic approval route. India is now the most open economy in the world for FDI. Net FDI inflows during April-February 2016-17 increased to US \$ 35.25 billion from US \$ 34.49 billion during the same period in the previous year. The increasing strength of economic fundamentals has made India the most sought after destination for investments.

India's foreign exchange reserves were placed at US \$ 368.99 billion as of April 7, 2017. The Current Account Deficit (CAD) was very much at sustainable level of 1.3 percent and 1.1 percent in 2014-15 and 2015-16, respectively. The CA deficit for the three quarters of 2016-17 improved further to 0.7 percent of GDP. 25. As envisaged, the Gross Fiscal Deficit (GFD) was contained at 3.5 percent in 2016-17 following a steady path of fiscal consolidation without compromising on the public investment requirements of the economy and spending on programs for poverty alleviation. The quality of fiscal adjustment is reflected in the improvement in revenue deficit to 2.1 percent in the revised budgetary estimate vis-à-vis 2.5 percent in 2015-16. Next year the revenue deficit will be reduced further to 1.9 percent to below 2 percent mandated by the FRBM Act. The GFD for the year 2017-18 is pegged at 3.2 percent with a commitment to achieve 3 percent in the following year. The steady approach towards fiscal consolidation is being judiciously adopted to avoid excessive curtailment of public investment- in view of the need for higher public expenditure in the context of sluggish private sector investment and subdued global growth.

For the current financial year, the Union Budget 2017-18 has significantly increased resource allocation for infrastructure as well as rural, agricultural and allied sectors. The allocation for the rural employment guarantee scheme has also been increased substantially.

India's economic growth has been pegged at 6.7 per cent for the current fiscal year; down from 7.6 percent recorded in the previous financial year. Against the backdrop of robust macro-economic stability, the year was marked by two major domestic policy developments, the passage of the Constitutional amendment, paving the way for implementing the Transformational Goods and Services Tax (GST), and demonetization of the two highest denomination notes. The GST is expected to create a common Indian market, improve tax compliance and governance, and boost investment and growth; it is also a bold new experiment in the governance of India's cooperative federalism. Demonetization has had short-term costs but holds the potential for long-term benefits. Follow-up actions to minimize the costs and maximise the benefits include: demonetization; further tax reforms, including bringing land and real estate into the GST; reducing tax rates and stamp duties. These actions would allow growth to return to trend in 2017-18, following a temporary decline in 2016-17. Growth rate of industrial sector was moderate at 5.2 per cent this fiscal, from 7.4 per cent in the previous fiscal. In the short-run, the change in the outlook for global interest rates as a result of the US elections and the implied change in expectations of US fiscal and monetary policy will impact on India's capital flows and exchange rates.

Since 2014, The Government has taken efforts to implement deep structural reforms to unlock the full potential of our economy. Widely encompassing reforms have been put in place which, inter alia, include the Goods and Services Tax Act, AADHAAR (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act 2016, rationalization of subsidies, enactment of

Insolvency and Bankruptcy Code 2016 and operationalization of National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT) for the new corporate insolvency framework. Other policy initiatives include implementation of the hybrid annuity model for PPP, passage of Mines and Mineral Amendment Act, announcement of National Capital Goods Policy, directions to PSEs for expediting arbitration in construction sector, roadmap for rapid adoption of digital payments system, extensive 6 liberalization of the FDI regime and improvements in governance processes in infrastructure delivery. Alongside steady progress in India's ranking in Ease of Doing Business, the Government's flagship program 'Make in India' encourages new processes, new infrastructure, new sectors and new mindset to boost entrepreneurial energy. Affirmative policies to arrest declining Child Sex Ratio (CSR) and empowerment of women over the lifecycle continuum and those for enhancing female employment are being vigorously pursued

### **3. Global Forging Structure:**

According to the report, global steel forging market for automotive application was valued at USD 41.77 billion in 2016 and is expected to reach USD 56.0 billion in 2022, growing at a CAGR of 5.1% between 2017 and 2022. In terms of volume, global steel forging market for automotive application stood at approximately 29,645.3-kilo tons in 2016. Forged steel is utilized for demanding applications, such as crankshafts, transmission gears, and bearings. Forged steel is essential in handling the torque and stress placed on those components. Intense competition among key players is driving the demand for more attractive and lightweight vehicles.

### **4. Indian Forging Sector :**

The Indian forging industry is likely to grow at CAGR of 9.5 percent by 2018, production wise, and reach to 2.97 mn MT in FY 2017-18 from 2.250 mn MT during FY 2014-15, according to Association of Indian Forging Industry (AIFI). As per the survey conducted by AIFI in 2016, the estimated turnover of the 384 forging units operating in FY 2014-15 was Rs 27,835 crore including Rs 6,100 crore contributed from exports, providing employment to approximately 100,000 people in the country.

### **5. Opportunities & Threats:**

#### **Opportunities:**

1. Locally availability of raw materials.
2. Steady Domestic Demands.
3. Increasing Demand for quality Products.

#### **Threats:**

#### **1. Increase in price of raw material and increase in energy costs:**

The main raw material for the forging industry is steel, while the other major cost heads are energy and consumables. The incessantly rising fuel and steel prices resulting in rising input cost and shrinking margins are the continuing risk element in the forging industry. Power is vital component of any forging operation, power shortage as well as high unit rates charged to industry is major concern. Inadequate power supply leads to usage of diesel generator sets thereby increasing the costs.

#### **2. Government Policies and Market Competitiveness:**

Inadequate support from Government, related to duties and taxes on forging units is a big disadvantage, because international competitors are in position to supply forged components at lower costs. This is mainly due to substantial subsidies and rebates offered by their Governments.

#### **3. Non availability of skilled manpower:**

Although manpower cost accounts for almost 8 to 10% of the total production cost, not only the company by industry faces a dearth of skilled manpower. To address this issue the company has undertaken various initiatives to retain the existing manpower and approach consultancies for placements.

### **6. Product-wise Performance:**

The Company is mainly engaged in Manufacturing of Steel Forgings, Flanges and Forged Fittings for oil & gas industry, Petrochemicals and refineries. The entire range of the products is classified as one product only as they are different parts of the sets.

### **7. Company Overview :**

The performance of the company lacked consistency. However with the hardcore action, it seems to have put a leg forward on path of improvement, likely to achieve good results in short span of time. The company is trying to optimize production, thereby reducing power cost and improving throughputs. In accepting newer businesses, we have ensured maximum utilization of its forging capacity.

### **8. Risks and Concerns:**

The incessantly rising industrial fuel and steel prices resulting in rising input costs and shrinking margins are the continuing risk elements in the forging unit. Risk of part becoming obsolete and the risk of a production line remaining idle are also the traditional risks.

**9. Internal Control Systems and their adequacy:**

The Company has in place internal financial control systems, commensurate with the size and complexity of its operations to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. The internal auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company. Based on the report of the internal auditor, respective departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board for their perusal.

**10. Financial Performance**

(Rs. In Lakhs)

Particulars	Year Ended March 2017	Year Ended March 2016	% Change
Domestic Sales	3797.13	1789.14	112.23
Export Sales	3374.03	4676.78	-27.83
Other Income	869.17	274.90	216.17
<b>Total Income</b>	<b>8040.64</b>	<b>6740.52</b>	<b>19.28</b>
Raw Material	5363.64	3724.60	44.00
Manufacturing Expenses	893.61	1024.57	-12.78
Employees Benefit Expenses	754.99	701.10	70.68
Other Expenditure	1034.60	1100.08	5.95
<b>Total Expenditure</b>	<b>8046.84</b>	<b>6650.35</b>	<b>21.00</b>
<b>Profit before Tax</b>	<b>-6.20</b>	<b>-136.59</b>	<b>104.53</b>
<b>Less: Current Tax /Deferred Tax</b>	<b>25.55</b>	<b>21.81</b>	<b>17.14</b>
<b>Profit after Tax</b>	<b>-31.75</b>	<b>-158.40</b>	<b>120.04</b>

FY 2016-17 witnessed a increase of 19.69% in total revenues from Rs.6740.52 Lakhs in FY 2015-16 to Rs. 8040.64 Lakhs in FY 2016-17. Domestic sales increased by 112.23 %, and Export Sales declined by 27.83% primarily on account of a tough demand environment, amid slowdown of infrastructure activities.

**11. Human Resource Management**

The company believes that human resource is the most important assest of the organization. During the year under review, your company continued its efforts to improve HR related processes, practices and systems to align these to the organizational objectives.Over the years, Company has maintained consistency in its effeorts in training and developing its human resourses with a view to face competition.

Their was satisfactory co-operation between the management and the workers in working towards the overall objectives of the company.

**12. Women Centric Initiatives:**

The Company is committed to provide healthy environment to all employees of HFML and does not tolerate any discrimination and/or harassment in any form. The Company has in place a stringent policy in place, to address issues pertaining to female employees and to provide a safe environment for them.

**Cautionary Statements:**

Statements made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities, laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Dated: 11/08/2017

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

## REPORT ON CORPORATE GOVERNANCE

### 1) COMPANY PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance is the application of best management practices, continued compliances of law and adherence to highest ethical standards to achieve the objectives of the Company of enhancing stakeholder's value and its own image. Corporate Governance, as a concept, has gained considerable importance of late, primarily because of the proposal to enshrine many of the accepted good governance principles into corporate law. The Companies Act, 2013 ('the Act') and the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ['SEBI (Listing Regulations)'] have strengthened the framework of Corporate Governance for India Inc.

At Hilton Metal Forging Limited, it has been a constant endeavor to follow the principles of transparency, accountability, ethical business conduct and integrity in functioning to achieve excellence in Corporate Governance, which leads to enhance the value of all stakeholders. The Company has formulated, to ensure the high ethical and moral standards, code of business ethics and code on prohibition of insider trading. The company conducts its activities in a manner that is fair and transparent and perceived to be such by others and has always complied with the code of Corporate Governance.

### 2) BOARD OF DIRECTORS:

#### 2.1 Composition and categories of Directors:

The company has broad based Board of Directors, constituted in compliance with the Act and SEBI (Listing Regulation) and in accordance with highest standards of Corporate Governance in its management, which ensures judicious mix of Directors that includes the Executive, Non-Executive and Independent Directors.

Sr. No	Name	Designation/ Category of Directors
1	Mr. Yuvraj Malhotra	Managing Director & Chairman (Promoter)
2	Mr. Navraj Malhotra	Whole Time Director (Promoter)
3	Mr. Joseph McKay	Non Executive Director
4	Mr. Sanjay Jain	Independent Non Executive Director
5	Mr. Manoj Kumar More	Independent Non Executive Director
6	Mr. Rajiv Sushil Verma*	Independent Non Executive Director
7	Mr. Harmohindar Singh Dhingra	Independent Non Executive Director
8	Mrs Diksha Yuvraj Malhotra	Executive Director (Promoter)

\* Mr. Rajiv Sushil Verma is appointed on 7th April, 2016

#### 2.2 Profile of Board of Directors

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process.

##### 1) Mr. Yuvraj Malhotra, Chairman and Managing Director

Mr. Yuvraj Malhotra, is one of the main promoters of the Company and has been associated with the Company since inception. He is instrumental in development and growth of the Company. He is an Engineering graduate with specialization in Mechanical Engineering. He has 24 years experience in Forging Industry and looks after Marketing and the day to day affairs of the Company. He started his career from Mukund Iron & Steel Limited as Engineering trainee for the year 1989 to 1991. From 1991-1993, he worked with Akai Impex Limited (Export House) as a Materials Manager. From 1993-1994 he worked with Garg Forgings Pvt Limited as a Director. From 1994-1997, he worked with Viraj Forging Limited as a Vice President –Marketing. After resigning from Viraj Forging Limited, in 1997 he started his own proprietorship i.e M/s Hilton Forge by exporting Flanges and other Automobiles Part to various countries. He is also a promoter director of Hilton Steel Forgings Private Limited, a Company dealing in forging and other Metal Products and partner in Delta Cut tools a firm engaged in machining of all types of steel items.

##### 2) Mr. Navraj Malhotra, Whole Time Director

Mr. Navraj Malhotra, is a Commerce graduate. He looks after the Purchase, Production planning and other commercial aspects such as shipment, liasoning with Government department etc. He has an experience of 10 years in commercial aspects of the industry.

##### 3) Mr. Manoj Kumar More, Non Executive and Independent Director

Mr. Manoj Kumar More, is a commerce graduate and a Fellow Member of the Institute of Chartered Accountants of India with 11 years of experience as a Practicing Chartered Accountant.

##### 4) Mr. Harmohindarsingh Dhingra, Non Executive and Independent Director

Mr. Harmohindarsingh Dhingra, is a commerce graduate and Masters in Arts with specialization in Economics/ Statistics. He is also an Associate member of Indian Institute of Bankers & A.C.C.S from London. He Retired as Deputy General Manager from Central Bank of India after 41 years of service.

**5) Mr. Sanjay Jain, Non Executive and Independent Director**

Mr. Sanjay Jain, is an Engineering graduate with specialization in Metallurgy. He has about 18 years of experience in the Industry.

**6) Mr. Joseph William McKay, Non- Executive and Professional Director**

Mr. Joseph William McKay, is qualified metallurgist and acquired substantial experience as a Manager at Howard Balfour and Sons Limited, UK. In 1982 he set up his own Company Evenort Limited which is in the business of trading in stainless steel items such as bar, pipe, fittings and flanges.

**7) Mrs. Diksha Malhotra, Executive and Non- Independent Director**

Mrs. Diksha Malhotra, has done Bachelor of Commerce. She has 11 years of experience in marketing forging products in international market. She looks after developing and implementing the marketing strategies for forging products.

**8) Mr. Rajiv Verma, Non Executive and Independent Director**

Mr. Rajiv Verma, has done Bachelor of Engineering, having more than 27 years of experience in Engineering and Technology field.

**2.3 BOARD MEETINGS, ATTENDANCE AND OTHER DETAILS:**

During the financial year under review, Five Board Meetings were held at Mumbai on 11th April, 2016, 27<sup>th</sup> May, 2016, 5<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016, 07<sup>th</sup> February, 2017. The maximum time gap between any two consecutive Board Meetings does not exceed 120 days.

In compliance with Section 165(1) of the Act, and Regulation 25(1) of SEBI (Listing Regulations), none of the Director of the Company is a director on the board of more than 20 Companies (including 10 Public Limited Companies) or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director is a member of more than 10 Committees or act as Chairman of more than 5 Committees across all Companies in which they are Directors.

The compositions of the Board, attendance at the Board meetings held during the Financial Year under review and at the last Annual General Meeting, number of directorship, Memberships/Chairmanships of the Committees of public companies and their shareholding as on March 31, 2017 in the Company are as follows:-

Name of Directors	DIN	Designation/ Category of Directors	No. of Board Meetings attended /held in F.Y.2016-2017	Attendance at the last A.G.M.	No. of Directorship \$	Committee position**		No. of Equity Shares
						Chairman	Member	
Mr. Yuvraj Malhotra	00225156	Managing Director & Chairman	5/5	Y	1	Nil	1	5575934
Mr. Navraj Malhotra	00225183	Whole Time Director	5/5	Y	1	Nil	Nil	149653
Mr. Joseph McKay	00384145	Non Executive Director	1/5	N	1	Nil	Nil	Nil
Mr. Sanjay Jain	00152758	Independent Non Executive	5/5	Y	2	1	2	Nil
Mr. Manoj Kumar More	00040190	Independent Non Executive	5/5	Y	3	2	1	Nil
*Mr. Rajiv Sushil Verma	07486560	Independent Non Executive	5/5	Y	1	Nil	Nil	Nil
Mr. Harmohindar Singh Dhingra	00037089	Independent Non Executive	5/5	Y	1	1	1	1250
Mrs Diksha Yuvraj Malhotra	01393249	Executive Director	5/5	Y	1	Nil	Nil	672812

Notes:

1. Excludes directorships in, Private Limited Companies, Foreign Companies and Section 8 Companies.
2. In accordance with Regulation 26(1)(b) of SEBI (Listing Regulation) , Membership/ Chairpersonship of only the Audit Committee and Stakeholders Relationship Committee in all Indian Public Limited Companies have been considered.
3. Mr. Yuvraj Malhotra, Mr. Navraj Malhotra and Mrs Diksha Yuvraj Malhotra, are related to each other.
4. Mr. Rajiv Sushil Verma is appointed as a director w.e.f. 07th April, 2016..
5. The Company has not issued any convertible instruments



### 2.3. Meeting of Independent Directors and Evaluation of the Boards Performance

As stipulated by the Code of Independent Directors pursuant to Companies Act, 2013 and the SEBI (Listing Regulations), a separate meeting of the Independent Directors of the Company was held on 27<sup>th</sup> May, 2016 to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

### 3) COMMITTEES OF THE BOARD:

The Committees of the Board are constituted as per the Act and SEBI (Listing Regulation)

#### 3.1 Audit Committee:

The Audit Committee of the Company is constituted in line with Provision of Regulation 18 of SEBI (Listing Regulations), read with Section 177 of the Act and rules framed thereunder. All the members possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

##### 3.1.1 Terms of reference

Role of Audit Committee and its terms of reference include:

1. To focus its attention on subjects relating to accounting standards, internal controls and financial policies.
2. To oversee the Company's financial reporting process and disclosure of its financial information.
3. To review the financial statement before submission to the Board of Directors.
4. To hold discussion with Management regarding the internal control system.
5. To hold prior discussion with external auditors regarding scope and nature of audit before commencement of the audit and also to have post audit discussion on the areas of concern

##### 3.1.2 Composition and Attendance at the Meeting

The Audit Committee met 4 times during the year on 27<sup>th</sup> May, 2016, 5<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016 and 11<sup>th</sup> February, 2017. The composition, names of the members, chairperson, category of Directors and no. of the meetings attended by the members during the year are as follows:

Sr. No.	Names of Members	Designation	Category of Director	No. of Meetings Attended
1	Mr. Harmohindar Singh Dhingra	Chairman	Independent Non executive	4/4
2	Mr. Manoj Kumar More	Member	Independent Non executive	4/4
3	Mr. Sanjay Jain	Member	Independent Non executive	4/4

#### 3.2 Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in time with the provision of Regulation 19 of SEBI (Listing Regulations) read with Section 178 of the Act.

##### 3.2.1 Terms of reference

Role of Nomination and Remuneration Committee and its terms of reference include:

1. To recommend/ review the remuneration package of the Managing / whole time Directors / Key Managerial Personnel ("KMP" as defined by the Act), based on performance and defined criteria.
2. To determine the remuneration package for any Executive Directors as well as remuneration payable to the non-executive Directors from the year to year.
3. To identify person who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

##### 3.2.3 Composition and Attendance at the Meeting

During the year under review, three meetings for Nomination & Remuneration committee were held on 11<sup>th</sup> April 2016, 27<sup>th</sup> May 2016, and 7<sup>th</sup> February, 2017. during the year. The composition, names of the members, chairperson, category of Directors during the year are as follows:

Sr. No.	Name of Members	Designation	Category of Director	No. of Meetings Attended
1.	Mr. Harmohinder Singh Dhingra	Chairman	Non-Executive, Independent	3/3
2.	Mr. Manoj Kumar More	Member	Non-Executive, Independent	3/3
3.	Mr. Sanjay Jain	Member	Non-Executive, Independent	3/3

### 3.2.4 Remuneration Policy

#### 1) Remuneration to Senior Management Personnel (s) (SMPs)

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs, KMPs and SMPs are subjected to the approval of the Board of Directors in due compliance of the provisions of Companies Act, 2013. The remuneration for the KMP and the SMP at the time of the appointment has to be approved by the Board but any subsequent increments shall be approved by the Managing Director of the Company as per the HR policy of the Company and ratified by the Board. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

#### 2) Remuneration to Non-Executive Directors

The Non-executive Directors of the company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The sitting fees paid to the Non-executive Directors for attending meetings of Board of Directors and Audit Committee of Board of Directors will be as per industrial norms and mutually agreed from time to time. Beside the sitting fees they are also entitled to reimbursement of expenses. The Non-executive Directors of the Company are not paid any other remuneration or commission. The sitting fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified or implemented from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013.

The Remuneration Policy recommended by Nomination and Remuneration Committee has been accepted by the Board of Directors and the same has been annexed to the report of the Directors and is also available on the Company's website [www.hiltonmetal.com](http://www.hiltonmetal.com).

### 3.2.5 Familiarization Program

The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are placed on the website of the Company [www.hiltonmetal.com](http://www.hiltonmetal.com)

### 3.2.6 Details of Remuneration paid to the Directors

Details of Remuneration paid to the Directors for the year ended 31<sup>st</sup> March, 2017 are as follows:

Directors	Relationship with the other Directors	Business Relationship	Sitting Fees	Salary/ Perquisites	Contribution to P.F.	Total
Mr. Yuvraj Malhotra	Brother of Mr. Navraj Malhotra	Promoter	NIL	6000000	NIL	6000000
Mr. Navraj Malhotra	Brother of Mr. Yuvraj Malhotra	Promoter	NIL	2400000	NIL	2400000
Mr. Joseph McKay	None	None	NIL	NIL	N A	NIL
Mr. Rajiv Sushil Verma*	None	None	NIL	NIL	N A	NIL
Mr. Manoj Kumar More	None	None	30000	NIL	N A	30000
Mr. Harmohindar Singh Dhingra	None	None	20000	NIL	N A	20000
Mr. Sanjay Jain	None	None	NIL	NIL	N A	NIL
Mrs. Diksha Malhotra	Spouse of Mr. Yuvraj Malhotra	Promoter	NIL	3000000	NIL	3000000

\* Mr Rajiv Sushil Verma has been appointed as a director w.e.f. 07th April, 2016.

### 3.3 Stakeholders' Relationship Committee:

The Stakeholders' relationship committee is constituted in line with the provision of Regulations 20 of SEBI (Listing Regulations) read with Section 178 of the Act.

#### 3.3.1 Terms of reference

Role of Stakeholders' relationship committee and its terms of reference include:

1. To redress Shareholders and Investors complaints
2. To review all matters connected with the share transfers, non-receipt of annual report and non-receipt of declared dividend.
3. To review status of legal cases involving the investors where the Company has been made a party.



The Company's Registrar & Share Transfer Agents, M/s Sharex Dynamic (India) Private Limited are fully equipped to carry out the transfers of shares and redress Investor complaints received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

### 3.3.2 Composition of the Committee

The composition, names of the members, chairperson, category of Directors during the year are as follows:

Sr. No.	Names of Members	Designation	Category
1.	Mr. Manoj Kumar More	Chairman	Non-Executive, Independent
2.	Mr. Yuvraj Malhotra	Member	Executive, Non-Independent
3.	Mr. Harmohindar Singh Dhingra	Member	Non-Executive, Independent

### 3.3.3 Details in respect of Compliance Officer:

Sr. No.	Name	Designation of Compliance officer
1	Ms. Pragati Pramod Nathani*	Company Secretary

\*Ms. Pragati Pramod Nathani is appointed as Company Secretary and Compliance Officer w.e.f. 11<sup>th</sup> January, 2017

### 3.3.4 Details of Investors Complaints received during F.Y. 2016-17 are as follows:

Sr. No.	Nature of Complaints	Whether Received		No. of Complaints Redressed	Pending Complaints
1.	Non-Receipt of Refund	0	0	0	NIL
2.	Non- Receipt of Dividend	0	0	0	NIL
3.	Non- Receipt of Annual Report	0	0	0	NIL

## 4) GENERAL BODY MEETINGS:

### 4.1 Annual General Meeting

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years along with the location and time of the AGMs are as follows:

AGM	DATE	TIME	VENUE	DETAILS OF SPECIAL RESOLUTIONS PASSED
11th	28.09.2016	4.00 PM	701, Palm Spring, Link Road Malad West, Mumbai-400064	1. Fixation of remuneration of cost auditor for Financial Year 2017. 2. To appoint Mr. Rajiv Sushil Malhotra as Independent Director of the Company for the term of five years
10th	30.09.2015	4.00 PM	701, Palm Spring, Link Road Malad West, Mumbai-400064	1. Fixation of remuneration of cost auditor for Financial Year 2016. 2. To appoint Mrs. Diksha Malhotra as Executive Director of the Company for the period of three years 3. To re-appoint Mr. Yuvraj Malhotra as a Managing Director of the Company for the period of five years 4. To re-appoint Mr. Navraj Malhotra as a Whole Time Director of the Company for the period of five years
9th	27.09.2014	4.00 PM	701, Palm Spring, Link Road Malad West, Mumbai-400064	1. Fixation of remuneration of cost auditor for Financial Year 2016. 2. To approve payment of remuneration to Mr. Yuvraj Malhotra as Chairman & Managing Director 3. To create mortgage / hypothecation/ pledge/ charge/ security in any form or manner on the properties and assets of the Company under Section 180 (1) (a) of the Companies Act, 2013 4. To borrow monies under Section 180 (1) (c) of the Companies Act, 2013

### 4.2 Extraordinary General Meeting

No Extraordinary General Meeting was held during the financial years 2013-2014, 2014-2015, 2015-2016.

### 4.3 Postal Ballot

During the year, no resolutions have been passed through postal ballot.

## 5) MEANS OF COMMUNICATION:

The Annual, half yearly and Quarterly results were submitted to the Stock Exchange and published in Newspapers in accordance with the SEBI (Listing Regulations).

Company's un-audited quarterly results for Quarter ended 27<sup>th</sup> May 2016, 05<sup>th</sup> August 2016, 14<sup>th</sup> November 2016 and audited results for the year ended 31<sup>st</sup> March, 2017 were published in the Free Press Journal, Mumbai (English Daily) and Navshakti (Vernacular Daily).

These results are simultaneously displayed on the website of the Company and also uploaded on the website of National Stock Exchange of India Ltd. and the BSE Ltd

## 6) GENERAL SHAREHOLDER INFORMATION

**6.1 Company Registration Details:** CIN: L28900MH2005PLC154986

### 6.2 Annual General Meeting

Date: 28<sup>th</sup> September, 2017

Time: 4.00 P.M

Venue: 701, Palm Spring, Link Road, Malad West, Mumbai – 400064

### 6.3 Financial Calendar

The Company follows the period of 1st April to 31st March, as the Financial Year

### 6.4 Tentative Schedule for declaration of results during the financial year 2017-2018

First quarter:	June 30, 2017 - on or before August 14, 2017
Second quarter/Half Yearly	September 30, 2017 - on or before November 14, 2017
Third quarter/Nine months	December 31, 2017 - on or before February 14, 2018
Fourth quarter/Annual	on or before May 30, 2018
Annual General Meeting	on or before September, 2018

### 6.5 Book Closure date

The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday 18th September, 2017 to Thursday 28th September, 2017 [Both days inclusive]

### 6.6 Dividend Payment

No dividend is to be declared for the financial year ended 31st March, 2017

### 6.7 Unclaimed Dividend

During the financial year under review, the Company has credited **Rs.1,33,921/-** to Investor Education and Protection Fund towards Unclaimed Dividend.

Pursuant to the provisions of Section 124 of the Act, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF). Shareholders of the Company who have not received or encashed their dividend for the Financial years, as mentioned below, are requested to claim the unpaid / unclaimed dividend from the Company before its transfer to the above mentioned Fund.

Sr. No	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount (In Rs.)	Due Date for transfer to IEPF Account
1	2009-10	30.09.2010	43,837	28-09-2017
2	2010-11	28.09.2011	32,118	26-09-2018
3	2011-12	29.09.2012	41,731	28-09-2019
4	2012-13	30.09.2013	59,404	28-09-2020
5	2013-14	27.09.2014	46,383	25-09-2021
6	2014-15	30.09.2015	68,632	28-09-2022

### 6.8 Listing on Stock Exchanges

#### A. Equity Shares

Name of the Stock Exchange	Security code/ Symbol	ISIN	Payment of Annual Listing fees for the FY 16-17 (Y/N)
BSE Limited	532847	INE788H01017	Y
The National Stock Exchange of India Limited	HILTON		Y

#### B. Debentures/GDRs

The Company has not issued GDRs / ADRs / Warrants or any convertible instruments so far

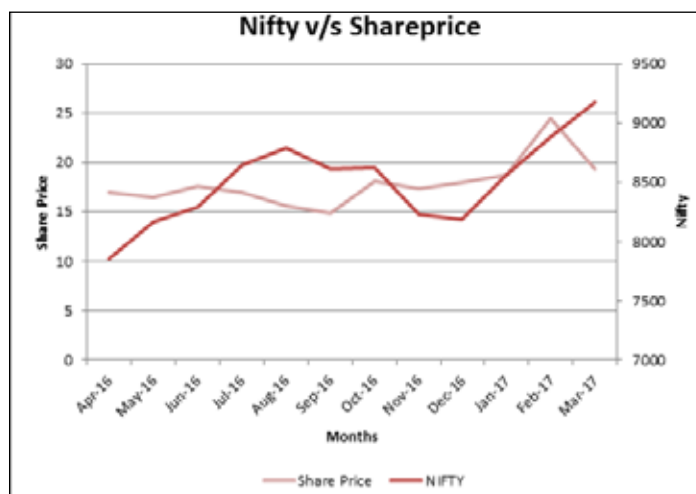
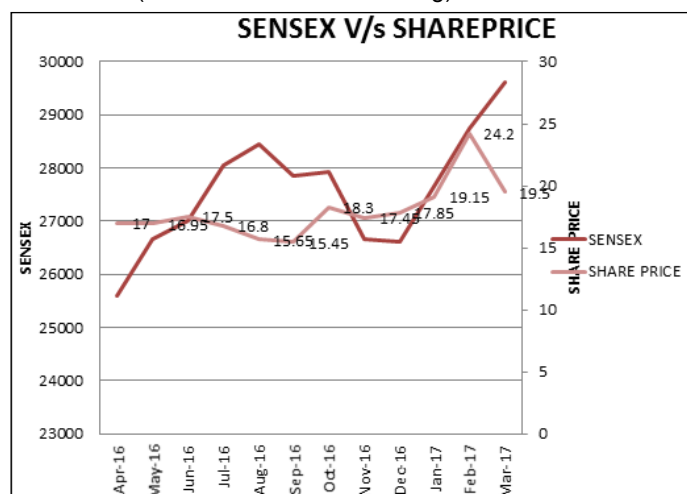
## 6.9 Market Price Data:

High/Low during each month of 2016-17 on Stock Exchanges

Market Price Data Month	Share prices of the Company for the Period April 2016 to March, 2017			
	BSE Ltd		The National Stock Exchange of India	
	High(Rs)	Low(Rs)	High(Rs)	Low(Rs)
Apr-16	20.6	16.6	21.2	16.25
May-16	17.85	15.15	19.7	15.2
Jun-16	17.8	15.6	18.35	15.2
Jul-16	18	16.5	19.75	16.15
Aug-16	17.5	15	17.2	15.15
Sep-16	17.1	14.5	16.4	14.35
Oct-16	18.8	14.75	18.45	14.65
Nov-16	25.5	14.75	25.75	14.4
Dec-16	23.95	16.25	24.4	16.2
Jan-17	21.65	17.55	21.8	17.65
Feb-17	25.3	17.4	25.5	17.25
Mar-17	26	18.65	25.75	18.25

## 6.10 Performance in comparison to broad based indices:

The Chart below shows the comparison of your company's share price movement on BSE SENSEX & NSE Nifty for the financial year ended 31st March 2017 (based on month end closing)



**6.11 Registrar & Share Transfer Agents:**

**SHAREX DYNAMIC (INDIA) PVT.LTD.**

Unit No.1, Luthra Industrial Premises,

Andheri - Kurla Road, Safed Pool, Andheri(E), Mumbai-400072

Tel: (022) 28515606 / 44 Fax: (022) 28512885

Business Hours: Monday to Friday: 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.

Contact Person: Mr. T. Sasikumar

**6.12 Share Transfer System**

Shares sent for transfer in physical form are registered and returned by our Registrars and Share Transfer Agents in 15 days of receipt of the documents, provided the documents are found to be in order. Shares under objection are returned within two weeks. The Registrar and Transfer Agent considers the transfer proposals generally on a fortnight basis.

**6.13 Categories of Shareholding as on 31<sup>st</sup> March, 2017:**

Categories	Number of Shares	%
<b>(A) Shareholding of Promoter and Promoter Group</b>		
Promoters	6477799	52.06
Promoter Bodies Corporate	68400	0.55
<b>Total Shareholding of Promoter &amp; Promoter Group (A)</b>	<b>6546199</b>	<b>52.61</b>
<b>(B) Public Shareholding</b>		
<b>(i) Institutions</b>		
FII(s)	583000	4.69
<b>Total Public Institutions (B) (i)</b>	<b>583000</b>	<b>4.69</b>
<b>(ii) Non Institutions</b>		
Individuals	4442224	35.70
NRI's	318511	2.56
Bodies Corporate	380035	3.05
Clearing Members	173047	1.39
<b>Total Public Non Institution (B) (ii)</b>	<b>5313817</b>	<b>42.70</b>
<b>Total Public Shareholding (B)=(B)(i)+(B)(ii)</b>	<b>5896817</b>	<b>47.39</b>
<b>Total Shareholding (A) + (B)</b>	<b>12443016</b>	<b>100</b>

**6.14 Top Ten equity shareholders of the Company as on March 31, 2017 (other than Promoters)**

Sr. No.	Name of Shareholders	No of equity Shares held	Percentage of holding
1	Rahn and Bodmer	583000	4.69
2	Deepak Gupta	372737	2.99
3	Subramanian P	354490	2.85
4	Sony Sebastian	283900	2.28
5	Omprakash Siremalji Kanungo	172278	1.38
6	Evenort Ltd	150000	1.21
7	Chirag Shantilal Shah	110000	0.88
8	Sumangal Shares & Securities Private Limited	74779	0.60
9	Praful Mehta	72600	0.58
10	Karvy Stock Broking Ltd	72032	0.58

**6.15 Distribution of Shareholding as on 31<sup>st</sup> March, 2017:**

No. of equity Shares held	Shareholders		Total Shares	
	Number	% of Total	Shares	% of Total
1-100	2747	40.69	170784	1.38
101-200	1180	17.48	208742	1.68

No. of equity Shares held	Shareholders		Total Shares	
	Number	% of Total	Shares	% of Total
201-500	1514	22.43	552560	4.44
501-1000	717	10.62	572921	4.60
1001-5000	488	7.23	1016177	8.17
5001-10000	53	0.79	373572	3.00
10001-100000	41	0.61	1123456	9.03
100001 and above	10	0.15	8424804	67.7
<b>Total</b>	<b>6750</b>	<b>100</b>	<b>12443016</b>	<b>100</b>

#### 6.16 Dematerialization of Shares and Liquidity

The Company's shares are currently traded only in dematerialized form over NSE & BSE. To facilitate trading in dematerialized form, the Company has tied up with NSDL and CDSL. Shareholders can open account with any of the depository participants registered with any of these depositories. As on March 31, 2017, 98.79% (1,22,93,011 Equity Shares) of the Company's equity shares were held in dematerialized form. The equity shares held by the promoter & promoter group in the Company have been fully dematerialized.

#### 6.17 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL. No discrepancies were noticed during these audits.

#### 6.18 Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2017, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

#### 6.19 Plant Location

Plot Nos. 1,2,3,15,21,25,26,28,& 30,

Shah & Mehta Ind. Estate,

Village-Ghonsai, Tal. Wada, Dist. Thane

#### 6.20 Address for Correspondence

(i) **The Compliance Officer:** Hilton Metal Forging Ltd, 701, Palm Spring, Link Road, Malad (West), Mumbai-400064

Email id: mayani@hiltonmetal.com

(ii) **Registrar and Transfer Agent:** M/s Sharex Dynamic (India) Private Limited

Unit -1, Luthra Ind. Premises, 1st Flr, 44-E, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072 E-Mail: investor@sharexindia.com

### 7) DISCLOSURES:

#### 7.1 Related Party Transactions:

All transactions entered into with Related Parties as defined under the Act, and Regulation 23 of the SEBI (Listing Regulations) during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

The details of the transactions with related parties, if any, are placed before the Audit Committee from time to time.

The Board of Directors has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The same is also displayed on the Company's website [www.hiltonmetal.com](http://www.hiltonmetal.com)

#### 7.2. Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matters related to capital markets during the last three years.

### **7.3 Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) and sub section (10) of the Companies Act, 2013, and in terms of Regulation 22 of SEBI (Listing Regulation) read with Regulation 4(2)(d)(iv) of Securities and Exchange Board of India, the Company has in place a vigil mechanism for Directors and Employees and has adopted a Whistle Blower policy, to report genuine concerns about any wrongful conduct with respect to the Company or its business or affairs. This policy covers malpractices, misuse or abuse of authority, fraud, violation of company's policies or rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected or likely to be affected and formally reported by whistle blowers.

The Policy provides that all Protected Disclosures can be addressed to the Chairman of the Audit Committee in all the cases and to Whole-time Director / Chairman in exceptional cases. All protected disclosures under this policy will be recorded and thoroughly investigated. If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. The details of the vigil mechanism are also available on the Company's website [www.hiltonmetal.com](http://www.hiltonmetal.com)

### **7.4. Status of compliance with mandatory requirements and Non Mandatory Requirements**

The Company has complied with all mandatory requirements of Corporate Governance norms as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (Listing Regulation), 2015, to the extent applicable to the company.

### **7.5 Web link of policy on dealing with related party transactions**

The Board has approved a policy for related party transactions which has been uploaded on Companies website i.e on [www.hiltonmetal.com](http://www.hiltonmetal.com)

### **7.6 Code for prevention of Insider-Trading Practices**

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading.

The Company has instituted a comprehensive code of conduct for its directors, management and officers and the other connected persons with the Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, guidelines and procedures to be made while dealing with shares of the Company including the consequences of violations if any. The code clearly specifies, among other matters, that the Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, etc. as per the Policy. Disclosure of shareholding is taken from all the directors and Designated Employees and other connected persons of the Company.

### **7.7 Compliance with Discretionary Requirements as per Reg 27(1) of SEBI (Listing Regulation)**

#### **i) (Auditors Qualification):**

Unmodified Audit Opinions/Reporting.

#### **ii) Reporting of Internal Auditor:**

The internal auditor reports directly to the audit committee.

### **7.8 Non- Compliance in Corporate Governance and Reasons thereof:**

As per the observation of Secretarial auditor, the vacancy caused by the resignation of Chief Financial Officer shall be filled up by the board at a meeting of the Board within a period of six months from the date of such vacancy i.e by 27th April, 2017. However the same was filled in by the Company on 25th May, 2017. The Company was trying to identify and appoint a suitable candidate, whose presence can benefit the Company in particular and the shareholders at large.

## **8) DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors.

I confirm that the Company has in respect of the year ended March 31, 2017, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

**For and on behalf of the Board of Directors**

**Place: Mumbai**

**Dated: 11/08/2017**

**Yuvraj Malhotra**  
**Chairman & Managing Director**  
**DIN:00225156**

**MANAGING DIRECTOR/CFO CERTIFICATION**

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March, 2017, we, Mr. Yuvraj Malhotra, Chairman and Managing Director and Ms. Yashika Yuvraj Malhotra, Chief Financial Officer of Hilton Metal Forging Limited (hereinafter referred to as "Company"), to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements and the cash flow statement of the company for the year ended March 31st, 2017 and that to the best of our knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
  - a. the significant changes in internal control over financial reporting during the year, if any;
  - b. significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statements; and
  - c. that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Mumbai  
Dated: 26/05/2017

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

**Sd/-**  
**Yashika Yuvraj Malhotra**  
**Chief Financial Officer**  
**PAN:BMNPM5402N**



**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Members of Hilton Metal Forging Limited

We have examined all the relevant records of Hilton Metal Forging Limited, for the purpose of certifying compliance of the conditions of the Corporate Governance under para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2017. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015

**For M/s. R K Chaudhary & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 133512W**

**Sd/-**  
**R K Chaudhary**  
**Proprietor**  
**M No : 035487**

**Date: 11/08/2017**  
**Place: Mumbai**

## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
Hilton Metal Forgings Limited**

### **1. Report on Financial Statements:**

We have audited the accompanying financial statements of **HILTON METAL FORGINGS LIMITED** as at March 31, 2017 which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **2. Managements Responsibility for the Financial Statements:**

Management and Board of Directors of the Company are responsible for the matters stated in section 134(5) of the Companies Act 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India including Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2014. The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentations of the financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

### **3. Auditors Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provision of the Companies Act, 2013, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the act and rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements whether due to fraud or error. In making those risk assessment, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by company management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **4. Opinion:**

In our opinion and to the best of our information and according to the explanations gives to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **5. Report on other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (the 'Act') we give in the annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014;
- e) On the basis of written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditors Report in accordance with rule 11 of the Companies (Audit & Auditors) Rules, 2014.
  - i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long term contracts including derivative contracts, as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii) The company has transferred unclaimed dividend portion Rs 1,33,921/- of the year 2008-2009 to the Investor Education and Protection Fund in time, hence, the question of reporting delay in transferring such sums does not arise.

**For R. K. CHAUDHARY & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGISTRATION NO.133512W**

**PLACE: MUMBAI**  
**DATE: 26-05-2017**

**Sd/-**  
**(R. K. CHAUDHARY)**  
**PROPRIETOR**  
**M.NO. 035487**

#### **ANNEXURE TO INDEPENDENT AUDITOR'S REPORT**

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that

1. (a) The Company has maintained proper records showing particulars, including quantitative details and situation of its fixed assets;
- (b) As explained to us all the fixed assets, according to the practice of the Company are physically verified by the Management at reasonable intervals, in a phased verification-program, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification
- (c) The Company has not disposed off any substantial part of its Fixed Assets so as to affect its going concern;
- (d) The Title Deeds of immovable properties are held in the name of the company.
- (e) None of the Fixed Assets of the Company have been re-valued during the year.
2. As explained to us physical verification of inventory has been conducted by the Management at reasonable intervals. No material discrepancies were noticed on such verification
3. The procedure as explained to us, which are adopted and followed by the Management for physical verification of the above referred inventory, are in our opinion, are reasonable and adequate in relation to the size of the company and the nature of its business.
4. On the basis of our examination of the inventory records of the Company, we are of the opinion that the company is maintaining records of its inventory. No discrepancies were noticed upon physical verification of inventories as compared to the book records.
5. We are of the opinion that the valuation of Stocks is fair & proper in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year.
6. In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the Company and nature of its business with regards to the purchase of Raw Material, including components, Stores and Fixed Assets and for sale of goods. During the course of our Audit, we have not observed any major weakness in the internal control.
7. According to the information and explanations given to us, the Company has not granted / taken any secured or unsecured loans from companies, firms, Limited Liability Partnerships and other parties listed in the register maintained under Section 189 of the Companies Act, 2013.

8. The Company has not accepted any deposits from the public during the year.
9. As informed to us, the Central Government has prescribed maintenance of cost record under sub section (1) of section 148 of the Act in respect of the companies products and are of the opinion that, prima facie the prescribed accounts and records have been made and maintained to the extent applicable.
10. a) According to the information and explanations given to us and based on the records of the company examined by us, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax and other material statutory dues, as applicable, with the appropriate authorities in India  
b) According to the information and explanations given to us and based on the records of the company examined by us, there are no undisputed dues of Income Tax, Sales Tax, Wealth Tax, Service Tax.  
c) The company has transferred unclaimed dividend portion Rs 1,33,921/- of the year 2008-2009 to the investor education and protection fund in time, hence the question of reporting delay in transferring such sums does not arise.
11. According to the records of the Company examined by us and as per the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings from Financial Institution, Bank and Governments etc.
12. The Company has not raised any capital by way of public offer.
13. We have not noticed any fraud committed by the company or its officers or employees during the year.
14. The Managerial Remuneration paid is in accordance with the requisite approval mandated by the provision of section 197 read with schedule V of the Companies Act.
15. The Company is not a Nidhi Company.
16. There are no transactions with the related parties as such provision of section 177 and 188 of Companies Act 2013 are not applicable.
17. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
18. The company has not entered into any non cash transaction with Directors or Persons connected with them.
19. The Company neither has accumulated losses at the end of the financial year nor has incurred cash losses, both, in the financial year under report and the immediately preceding financial year.
20. The company is not a Non-Banking Finance Company (NBFC) as such provision of section 45-IA of the Reserve Bank of India Act 1934 is not applicable.

**For R. K. CHAUDHARY & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGISTRATION NO.133512W**

**Sd/-**  
**(R. K. CHAUDHARY)**  
**PROPRIETOR**  
**M.NO. 035487**

**PLACE: MUMBAI**  
**DATE: 26-05-2017**

**HILTON METAL FORGING LIMITED  
BALANCE SHEET AS AT 31ST MARCH 2017**

**CIN NO L28900MH2005PLC154986**

**(Amount ₹ In lakhs)**

	<b>Particulars</b>	<b>Note No.</b>	<b>Figures As At the end of current reporting Period 31-3-2017</b>	<b>Figures As At the end of Previous reporting Period 31-3-2016</b>
<b>I.</b>	<b>EQUITY AND LIABILITY</b>			
(1)	<b>Share Holders' Fund</b>			
	(a) Share Capital	<b>3</b>	<b>1,244.30</b>	1,244.30
	(b) Reserves & Surplus	<b>4</b>	<b>4,714.36</b>	4,746.12
(2)	<b>Non-current Liabilities</b>			
	(a) Deferred tax liabilities (Sales tax)	<b>5</b>	<b>88.75</b>	88.75
	(b) Deferred tax liabilities (net) (Income Tax)	<b>31</b>	<b>644.58</b>	619.03
(3)	<b>Current Liabilities</b>			
	(a) Short-term borrowings	<b>6</b>	<b>2,441.18</b>	2,347.53
	(b) Trade Payables	<b>7</b>	<b>1,425.00</b>	1,472.39
	(c) Other Current Liabilities	<b>8</b>	<b>373.57</b>	112.51
	(d) Short-term Provisions	<b>9</b>	-	-
	<b>TOTAL</b>		<b>10,931.74</b>	<b>10,630.62</b>
<b>II.</b>	<b>ASSETS</b>			
(1)	<b>Non Current Assets</b>			
	(a) Fixed Assets	<b>10</b>		
	(1) Tangible Assets		<b>3,623.87</b>	3,784.85
	(b) Long-Term Loan and Advances	<b>11</b>	<b>171.21</b>	176.34
	(c) Other Non-Current Assets	<b>12</b>	-	47.84
(2)	<b>Current Assets</b>			
	(a) Current Investments	<b>13</b>	<b>0.51</b>	0.51
	(b) Inventories	<b>14</b>	<b>4,273.64</b>	3,655.20
	(c) Trade Receivables	<b>15</b>	<b>2,164.66</b>	1,898.77
	(d) Cash and Cash Equivalents	<b>16</b>	<b>147.28</b>	147.09
	(e) Short term loans and Advances	<b>17</b>	<b>550.56</b>	920.03
	(f) Other current assets			
	<b>TOTAL</b>		<b>10,931.74</b>	<b>10,630.62</b>
	<b>see accompanying notes to the financial statements</b>			

As per our report of even date

For and on behalf of the Board of Directors

**For R K Chaudhary & Associates**

**CHARTERED ACCOUNTANTS**

**Firm Registration No 133512W**

**R K Chaudhary**

**Proprietor**

**M No : 35487**

**Yuvraj Malhotra**

**Chairman & Managing Director**

**DIN No 00225156**

**Navraj Malhotra**

**Whole Time Director**

**DIN 00225183**

Place: Mumbai

Date: 26 -5-2017

**HILTON METAL FORGING LIMITED**  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017**  
**CIN NO L28900MH2005PLC154986**

(Amount ₹ In lakhs)

	Particulars	Note No.	For the year ended 31 March, 2017	For the year ended 31 March, 2016
I.	Revenue from operations	18	8,026.86	6,708.22
II.	Other Income	19	13.78	9.86
III.	<b>Total Revenue (I + II)</b>		<b>8,040.64</b>	<b>6,718.08</b>
IV	Expenses			
	Cost of Material Consumed	20a	4,786.55	3,724.60
	Purchase of Stock-in trade	20b	577.09	-
	Change in inventories of finished goods, work-in progress	21	(85.64)	326.76
	Employees Benefit Expenses	22	754.99	701.10
	Finance Costs	23	303.10	229.59
	Depreciation and Amortization Expenses		257.70	253.69
	Other Expenses	24	1,453.07	1,618.94
	<b>Total Expenses</b>		<b>8,046.85</b>	<b>6,854.67</b>
V	Profit before exceptional and extraordinary items and tax (III - IV)		(6.21)	(136.59)
VI	<b>Profit before extraordinary items and tax (V-VI)</b>		<b>(6.21)</b>	<b>(136.59)</b>
VII	<b>Profit Before Tax (VII-VIII)</b>		<b>(6.21)</b>	<b>(136.59)</b>
VIII	Tax Expenses			
	(1) Current Tax		-	
	(2) Deferred Tax		25.55	21.81
IX	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>(31.76)</b>	<b>(158.40)</b>
X	<b>Profit/(Loss) for the period</b>		<b>(31.76)</b>	<b>(158.40)</b>
XI	<b>Earning per equity share:</b>			
	(1) Basic		(0.26)	(1.27)
	(2) Diluted		(0.26)	(1.27)
	<b>See accompanying notes to the financial statements</b>			

As per our report of even date

For and on behalf of the Board of Directors

**For R K Chaudhary & Associates**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No 133512W**

**R K Chaudhary**  
**Proprietor**  
**M No : 35487**

**Yuvraj Malhotra**  
**Chairman & Managing Director**  
**DIN No 00225156**

**Navraj Malhotra**  
**Whole Time Director**  
**DIN 00225183**

Place: Mumbai  
Date: 26 -5-2017

**HILTON METAL FORGING LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017**  
**CIN NO L28900MH2005PLC154986**

(Amount ₹ In lakhs)

	Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
		₹	₹	₹	₹
<b>A.</b>	<b>Cash flow from operating activities</b>				
	Net Profit / (Loss) before extraordinary items and tax		(6.21)		(136.59)
	<u>Adjustments for:</u>				
	Depreciation and amortization		209.86		205.86
	Finance costs		303.10		229.59
	Interest income		12.99		7.23
	Dividend income		0.04		2.62
			493.72		288.99
	Operating profit / (loss) before working capital changes		-		-
	<u>Changes in working capital:</u>				
	<u>Adjustments for (increase) / decrease in operating assets:</u>				
	Inventories	(618.45)		410.67	
	Trade receivables	(265.89)		43.95	
	Short-term loans and advances	369.47		96.54	
	Long-term loans and advances	5.13		(23.76)	
	Other current assets	47.84		47.84	
	Other non-current assets		(461.91)		575.22
	<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
	Trade payables	(47.39)		(242.23)	
	Other current liabilities	261.06		(95.29)	
	Other long-term liabilities				
	Short-term provisions				
	Long-term provisions				
			213.67		(337.52)
	Cash flow from extraordinary items				
	Cash generated from operations		245.49		526.69
	Net income tax (paid) / refunds				
	<b>Net cash flow from / (used in) operating activities (A)</b>		<b>245.49</b>		<b>526.69</b>
<b>B.</b>	<b>Cash flow from investing activities</b>				
	Capital expenditure on fixed assets, including capital advances		(48.88)		(23.57)
	Interest received				
	- Others		12.99		7.23
	Dividend received		0.04		2.62
	- Others				
	<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(35.86)</b>		<b>(13.71)</b>



**HILTON METAL FORGING LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017**  
**CIN NO L28900MH2005PLC154986**

(Amount ₹ In lakhs)

	Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
		₹	₹	₹	₹
<b>C.</b>	<b>Cash flow from financing activities</b>				
	Net increase / (decrease) in working capital borrowings		93.66		(281.40)
	Finance cost		(303.10)		(229.59)
	Dividends paid				
	Tax on dividend				
	Cash flow from extraordinary items				
	<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(209.44)</b>		<b>(510.98)</b>
	<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>0.19</b>		<b>2.00</b>
	Cash and cash equivalents at the beginning of the year		147.09		145.09
	Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
	<b>Cash and cash equivalents at the end of the year</b>		<b>147.28</b>		<b>147.09</b>
	<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
	Cash and cash equivalents as per Balance Sheet (Refer Note 19)		147.28		147.09
	Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i> (give details)				
	Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) included in Note 19				
	Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) (Refer Note (ii) to Note 16 Current investments)				
	<b>Cash and cash equivalents at the end of the year *</b>		<b>147.28</b>		<b>147.09</b>
	* Comprises:				
	(a) Cash on hand		6.87		1.27
	(b) Cheques, drafts on hand				
	(c) Balances with banks				
	(i) In current accounts		(2.34)		17.63
	(ii) In EEFC accounts		5.13		5.13
	(iii) In deposit accounts with original maturity of less than 3 months		134.70		118.53
	(iv) In earmarked accounts (give details) (Refer Note (ii) below)				
	(d) Others (specify nature)		2.92		4.52
	(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)				
			<b>147.28</b>		<b>147.09</b>

**Notes:**

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing & discounting operations.  
(ii) These earmarked account balances with banks can be utilized only for the specific identified purposes.

**See accompanying notes forming part of the financial statements**

As per our report of even date

For and on behalf of the Board of Directors

**For R K Chaudhary & Associates**

**CHARTERED ACCOUNTANTS**

**Firm Registration No 133512W**

**R K Chaudhary**

**Proprietor**

**M No : 35487**

**Yuvraj Malhotra**  
**Chairman & Managing Director**  
**DIN No 00225156**

**Navraj Malhotra**  
**Whole Time Director**  
**DIN 00225183**

Place: Mumbai

Date: 26 -5-2017

**1. Corporate Information:**

Hilton Metal Forging Limited established in 2005 is a manufacturer of iron and steel forging, recognized export house, presently catering to the needs of Oil and Gas, Refineries and pharmaceutical industries. The company has its plant at Village Ghonsai, Taluka Wada, Dist Palghar and Registered office at 701 Palm Spring, Link Road, Malad West, Mumbai 400064, Maharashtra.

**2. Basis of Preparation**

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**3. Significant accounting policies:**

**(a) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

**(b) Plant, Property and Equipment**

Plant, property and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of plant, property and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

**(c) Borrowing costs**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**(d) Foreign currency transactions and translations**

Initial recognition

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates.

In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.

Treatment of exchange differences

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognized as income or expense in the Statement of Profit and Loss. The exchangedifferencesonrestatement/settlementofloanstonon-integralforeignoperations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal / recovery of the net investment.

The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalized as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortized on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortized balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon.

Accounting of forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortized over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date

**(e) Government grants, subsidies and export incentives**

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalized and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

**(f.) Retirement and other employee benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

The company operates defined benefit plan of gratuity for its employees.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes.

The company recognizes termination benefit as a liability and an expense when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**(g) Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the

year in which the company recognizes MAT credit as an asset in accordance with the *Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961*, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

**(h) Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

The Company is mainly engaged in Manufacturing of Steel Forgings and Flanges and Forged Fittings for oil & gas industry, Petrochemicals and refineries, which in the context of Accounting standard (AS) 17 "Segment Reporting" is considered to be the only business segment

**(i) Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**(j) Research and development expenses**

Revenue Expenditure, including overheads on Research and Development is charged out as expenditure through the natural heads of the expenses in the year in which incurred.

**(k) Provisions and contingencies**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

**(l) Share issues expenses**

Share issue expenses and pre-operative expenses are written off and charged to profit and loss account. The balance to the extent not written off is carried as an asset and is amortized over a period of 10 years.

**(m) Service tax input credit**

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.

As per our report of even date

For and on behalf of the Board of Directors

**For R K Chaudhary & Associates**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No 133512W**

**R K Chaudhary**  
**Proprietor**  
**M No : 35487**

**Yuvraj Malhotra**  
**Chairman & Managing Director**  
**DIN No 00225156**

**Navraj Malhotra**  
**Whole Time Director**  
**DIN 00225183**

Place: Mumbai

Date: 26 -5-2017

**HILTON METAL FORGING LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

(Amount ₹ In lacs)

	As at 31-3-2017		As at 31-3-2016	
	Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
<b>NOTE 3 : SHARE CAPITAL</b>				
<b>AUTHORISED</b>				
Equity shares of Rs 10 each with voting rights	15000000	1500.00	15000000	1500.00
<b>ISSUED</b>				
Equity shares of Rs 10 each with voting rights	12443016	1244.30	12443016	1244.30
<b>SUBSCRIBED AND FULLY PAID UP</b>				
Equity shares of Rs 10 each with voting rights	12443016	1244.30	12443016	1244.30
		<b>1244.30</b>		<b>1244.30</b>

Presently the company has issued only equity shares with voting rights which are fully sub-scribed

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period.**

Year Ended March 2016	12443016	1244.30	12443016	1244.30
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during the period under reporting no fresh issues on account of fresh issues, bonus, ESOP, conversion of buyback has taken place.

**Details of rights, preference and restricting to each class of shares**

there is no holding or subsidiary company and voting rights are not restricted .

**Details of Share held by each Share Holder holding more than 5% shares**

	As at 31-3-2017		As at 31-3-2016	
	Number of Shares	% holding in that class of shares	Number of Shares	% holding in that class of shares
Equity Share with Voting Rights				
Yuvraj Hiralal Malhotra	5575934	44.81%	5575934	44.43%
Diskha Malhotra	672812	5.41%	672812	5.41%

**Details of shares reserved for issue under options that arise under promoter or collaboration agreement, loan agreement, contract for supply of capital goods etc, if any. None**

**NOTE 4 : RESERVES AND SURPLUS**

	As at 31-3-2017	As at 31-3-2016
(A) Securities Premium Account		
Opening Balance	3361.81	3361.81
Add Premium on Shares issued during the year	0.00	0.00
Closing Balance	3361.81	3361.81
(B) General Reserves		
Opening Balance	560.00	560.00
Add : Transferred from surplus statement of Profit and Loss	0.00	0.00
Closing Balance	560.00	560.00
(c) Surplus /(deficit) in statement of Profit and Loss		
Opening Balance	824.31	982.71
Add Profit/(Loss) for the year	-31.76	-158.40
Less : Depreciation revised working difference		
Less : Interim Dividend		
Dividend Proposed to be distributed to equity Share holders	0.00	0.00
Tax on Dividend Distribution	0.00	0.00
Transferred to General Reserve	0.00	0.00
Closing Balance	792.55	824.31
Total	4714.36	4746.12

**HILTON METAL FORGING LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

(Amount ₹ In lacs)

As at 31-3-2017

As at 31-3-2016

**NOTE 5 : LONG TERM BORROWINGS**

- (a) Deferred Payment Liabilities  
Sales Tax - MVAT Liability

88.75	88.75
<b>88.75</b>	<b>88.75</b>

Terms of repayment for the long term borrowings and security provided in respect of Sales Tax - MVAT Liability - Deferred is to be repaid in 5 yearly installments starting from 11th Year of the date of its deferment.

**NOTE 6 : SHORT TERM BORROWINGS**

- (a) **Loans payable on Demands(Refer Point 1)**

From Banks \_ Secured

(i) Packing Credit Advance	1669.25	1604.89
(ii) Bills Negotiation	73.55	95.45
(iii) Cash Credit	698.38	625.07
(iv) Term Loan	0.00	22.11
	<b>2441.18</b>	<b>2347.52</b>

**(1) Details of security for secured short term Finance**

Loans repayable on demand from

State Bank of Hyderabad - Overseas Br Colaba

(i) Packing Credit Advance	942.73	882.36
(ii) Bills Negotiation	73.55	95.45
(iii) Cash Credit	500.64	486.19

State bank of India \_ D N Road Branch

(i) Packing Credit Advance	726.52	722.54
(ii) Cash Credit	197.73	138.88

(Secured By hypothecation of Stocks and book debts, both present and future and also guaranteed by Managing Director

State Bank of Hyderabad - Overseas Br Colaba

medium Term Loan	0.00	22.11
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**Details of the default in repayment of loan and interest in respect of the above loans**

None

**NOTE 7 : Trade Payable**

- (a) **Trade payable**

(1) Raw Material	749.75	818.30
(2) For Expenses	582.28	561.12
(3) Others	92.97	92.97
	<b>1425.00</b>	<b>1472.39</b>

**NOTE 8 : Other Current Liabilities**

- (b) **Other Current Liabilities**

(1) Income Received in advance	152.16	70.25
(2) Other Current Liabilities	199.90	32.91
(3) Statutory Dues	21.52	9.35
	<b>373.57</b>	<b>112.51</b>

- (c) **Details of the terms and conditions, number of shares proposed to be issued, the amount of premium, if any, the period before which the shares are to be allotted.**

None.

**NOTE 9 : Short Term Provisions**

- (a) Provisions for Others

Provisions for Tax (MAT)	0.00	0.00
Provisions for proposed Dividend & Tax There on	0.00	0.00
	<b>0.00</b>	<b>0.00</b>



<b>NOTE: 10 FIXED ASSETS</b>									
Particulars	<----- GROSS BLOCK ----->						<----- DEPRECIATION ----->		
	01-04-2016	Additions 1st half	Additions 2nd half	reduction during the year	31-03-2017	up to 1-4-2016	For the Year	as on 31-3-2017	< NET BLOCK -> 31-03-2016
<b>A. TANGIBLE ASSETS</b>									
Land (See Note No XVI-B/3)	13759150	0	0		13759150	0	0	13759150	13759150
Building and Shed	71471670	0	0		71471670	18502939	2387154	50581577	52968731
Staff Quarters	10645940	0	0		10645940	2645740	355574	7644626	8000200
Plant and Machinery	344210284		68003954	0	412214238	130414273	16358838	265441127	213796011
Office Equipments	3489322	0	0		3489322	815510	151011	2522801	2673812
Designs & Drawings	67990	0	0		67990	15531	3230	49229	52459
Office Premises	8897607	0	0		8897607	0	0	8897607	8897607
Electrical Installation	8805986	0	0		8805986	3577059	418284	4810643	5228927
Computer System	3377530	182500	480550		4040580	2110625	597317	1332638	1266905
Furniture & Fixtures	7923629	0	648010		8571639	4094158	501678	3975803	3829471
Vehicles	2242727	0	0		2242727	970455	213059	1059213	1272272
<b>Total</b>	<b>474891836</b>	<b>182500</b>	<b>69132514</b>	<b>0</b>	<b>544206850</b>	<b>163146291</b>	<b>20986145</b>	<b>360074414</b>	<b>311745545</b>
WIP Machinery	66739359	0	2313028	66739359	2313028	0	0	2313028	66739359
WIP Building	0	0	0	0	0	0	0	0	0
<b>Total Assets</b>	<b>541631195</b>	<b>182500</b>	<b>71445542</b>	<b>66739359</b>	<b>546519878</b>	<b>163146291</b>	<b>20986145</b>	<b>362387442</b>	<b>378484904</b>
<b>A. INTANGIBLE ASSETS</b>		NIL							



**HILTON METAL FORGING LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

	<b>(Amount ₹ In lacs)</b>	
	<b>As at 31-3-2017</b>	<b>As at 31-3-2016</b>
<b>NOTE 11 : Long Term Loans and Advances</b>		
(a) Capital Advance	17.72	22.85
(B) Security Deposit	28.49	28.49
(i) Other Loans and Advances	125.00	125.00
	<u>171.21</u>	<u>176.34</u>
<b>NOTE 12 : Other non-current assets</b>		
Unamortized Expenses		
(i) Public Issue and Pre - Operative Expenses	-	47.84
	<u>-</u>	<u>47.84</u>
<b>NOTE 13 : Current Investments</b>		
Equity Shares of Saraswat Co Op Bank Ltd	0.51	0.51
(unquoted - Membership shares)	<u>0.51</u>	<u>0.51</u>
<b>NOTE 14 : Inventories</b>		
(a) Raw material	1080.99	725.11
(b) Semi Finished Goods	1339.77	1345.58
(c) Cut Billets	644.61	517.03
(d) Finished Goods	84.96	119.71
(e) Stores & Spares and Consumables	62.45	62.44
(f) Dies and Tools at Cost	1057.20	880.28
(g) Scrap	3.65	5.06
	<u>4273.64</u>	<u>3655.20</u>
<b>NOTE 15 : Trade Receivable</b>		
<b>Trade Receivable</b>		
(Unsecured considered good)		
Trade Receivable Outstanding for a period exceeding six months	882.42	1358.68
Other Trade Receivable	1282.24	540.09
un-Secured Considered Good	<u>2164.66</u>	<u>1898.77</u>
<b>NOTE 16 : Cash and Cash Equivalents</b>		
(a) Cash on Hand	6.87	1.27
(b) Cheques Drafts on Hand	0.00	0.00
(c) Balance with Banks		
in Current Accounts	-2.34	17.63
in EEFC accounts	5.13	5.13
in Deposit Accounts (Margin Money)	134.70	118.53
in earmarked Accounts		
un paid dividend account	2.92	4.52
	<u>147.28</u>	<u>147.09</u>
<b>NOTE 17 : Short Term Loans and Advance</b>		
(a) Loans and Advances to Employee	2.28	3.61
(b) Pre Paid Expenses	27.08	24.12
(c) Advance Income Tax	9.84	8.18
(d) MAT Credit Entitlement	78.10	94.70
(e) Balance with Government Authorities	220.12	148.35
(f) Other Loans and Advances	213.14	641.06
	<u>550.57</u>	<u>920.03</u>

**HILTON METAL FORGING LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

	<b>(Amount ₹ In lacs)</b>	
	<b>As at 31-3-2017</b>	<b>As at 31-3-2016</b>
<b>NOTE 18 : Revenue from Operations</b>		
Sales of Products (net of Returns, rebates etc)	<b>7171.17</b>	5183.16
Sales thru Trading Activity	<b>663.52</b>	0.00
Sales of Services (Refer Note ii Below)	<b>32.78</b>	98.92
Other Operating Revenues (Refer Note III Below)	<b>159.40</b>	1426.14
	<b>8026.86</b>	6708.22
<b>Sales of Product Comprises:</b>		
Manufactured Goods		
Seamless Stub Ends	<b>744.56</b>	16.58
S S Flanges	<b>3239.30</b>	3874.25
S S Forging	<b>1153.70</b>	1111.34
C S Forgings	<b>845.31</b>	180.99
Others	<b>1188.30</b>	
Total - Sales thru Manufacturing Activity	<b>7171.17</b>	5183.16
<b>Traded goods</b>		
Sales thru Trading Activity	<b>663.52</b>	0.00
Total - Sales thru Trading Activity	<b>663.52</b>	0.00
Total - Sales of products	<b>7834.68</b>	5183.16
Sales of services comprises		
Labour Charges	<b>32.78</b>	98.92
Other Operational Revenue comprises		
Sales of scrap	<b>1094.51</b>	1260.02
Export Incentives	<b>159.40</b>	166.12
	<b>1253.91</b>	1426.14
<b>NOTE 19 : Other Income</b>		
Interest Income (from Banks on Deposits)	<b>12.99</b>	7.23
Others	<b>0.76</b>	
Dividend Received	<b>0.04</b>	2.62
	<b>13.78</b>	9.86
<b>NOTE 20.a : Cost of Material Consumed</b>		
Opening Stock	<b>725.11</b>	805.60
Add: Cost of Purchase	<b>5154.17</b>	3713.57
	<b>5879.28</b>	4519.17
Less: Sales	<b>11.74</b>	69.46
	<b>5867.54</b>	4449.71
Less: Closing stock	<b>1080.99</b>	725.11
	<b>4786.55</b>	3724.60
Raw Material Consumed comprises		
Grade 304 L and equivalent	<b>1770.74</b>	1293.36
Grade 316 L and Equivalent	<b>1487.27</b>	1570.54
Grade A 105 and equivalent	<b>4.96</b>	4.68
Others	<b>1523.58</b>	856.02
	<b>4786.55</b>	3724.60
<b>NOTE 20.b : Purchase of Traded goods</b>		
Various Items	<b>577.09</b>	0.00
	<b>577.09</b>	0.00

**HILTON METAL FORGING LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

	<b>(Amount ₹ In lacs)</b>	
	<b>As at 31-3-2017</b>	<b>As at 31-3-2016</b>
<b>NOTE 21 : Change in Inventories</b>		
<b>Work-in-progress and stock in trade</b>		
<b>Closing Stock</b>		
Semi finished Goods	1339.77	1345.58
Cut Billets	644.61	517.03
Finished Goods	84.96	119.71
scrap	3.65	5.06
Stores& Fuel	62.45	62.44
	<b>2135.45</b>	<b>2049.80</b>
<b>Less: Opening Stock</b>		
Semi finished Goods	1345.58	1547.45
Cut Billets	517.03	498.26
Finished Goods	119.71	251.22
Scrap	5.06	7.18
Stores& Fuel	62.44	72.45
	<b>2049.80</b>	<b>2376.56</b>
Net (Increase)/Decrease	<b>-85.64</b>	<b>326.76</b>
<b>NOTE 22 : Employees benefits Expenses</b>		
<b>Employees Benefit Expenses</b>		
Salary, Wages & Bonus	591.00	538.13
Remuneration to Directors	114.00	114.00
Contribution to Provident Fund/ESIC	13.93	11.56
Gratuity	7.53	2.52
Welfare Expenses	28.54	34.89
	<b>754.99</b>	<b>701.10</b>
<b>NOTE 23 : Finance Costs</b>		
<b>Interest Expenses on</b>		
1. Borrowings	259.83	201.78
2. Trade payable	43.27	27.80
	<b>303.10</b>	<b>229.59</b>
<b>NOTE 24 : Other Expenses</b>		
Stores & Spares Consumed	153.16	214.09
Packing Material Consumed	56.13	61.79
Die consumed	78.14	69.60
Exchange Difference	-39.86	68.15
Sub- contracting	66.25	103.77
Power & Fuel	516.60	474.71
Water Charges	8.50	7.83
Repairs & Maintenance _ Machines	64.71	71.51
Insurance Charges - plant	3.60	4.01
Rent, Rates & Taxes	15.54	12.65
Communication	11.05	11.71
Traveling & Conveyance	65.62	81.82
Printing and Stationery	2.09	2.34
Freight & Forwarding Charges	146.41	177.14
Advertisement & Sales Promotions	36.14	33.63
Legal & Professional Charges	64.63	52.44
Auditors Remuneration	4.21	4.21
General expenses	200.15	167.53
	<b>1453.06</b>	<b>1618.94</b>

**HILTON METAL FORGING LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENT**

	<b>(Amount ₹ In lacs)</b>	
	<b>As at 31-3-2017</b>	<b>As at 31-3-2016</b>
<b>NOTE : 25 Auditors Remunerations</b>		
(i) Payment to the auditors comprises (net of service tax credit where applicable)		
As auditors - statutory audit	<b>3.09</b>	3.09
for Taxation matters	<b>0.84</b>	0.84
For company Law Matters	<b>0.17</b>	0.17
for Other services	<b>0.11</b>	0.11
Total Rs.	<b>4.21</b>	4.21

**Additional Information to financial Statement:**

**NOTE 26 :Contingent Liabilities and commitments ( to the extent not provided for)**

(i) <b>Contingent Liability</b>	<b>None</b>
(ii) <b>Commitments</b>	

**Discloser required under Section 22 of the Micro, Small and Medium enterprises Development Act**

None

(dues to Micro and Small Enterprises could not be determined for wants of sufficient information to the extent such parties can be categorized /identified of its stature.

**Disclosure as per Clause 32 of the Listing Agreement with Stock Exchanges:**

Loans and advances in nature of loans given to subsidiaries, associates and others

and investment in shares of the company by such parties: **NIL**

**NOTE 27 :Earnings and Expenditure in foreign currency**

Export of goods calculated on FOB Basis	<b>3259.36</b>	4612.58
Expenditure in Foreign Currency		
Other Matters	<b>18.80</b>	27.58
<b>Amounts remitted in foreign currency during the year on account of Dividend</b>		
Amount remitted in foreign currency	<b>37500</b>	37500
Total Number of share holders		1
Total Number of shares held by them on which dividend was due		150000
Year to which the dividend relates		2014-15

**Note : 28 Segment Information**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The Company is mainly engaged in Manufacturing of Steel Forgings and Flanges and Forged Fittings for oil & gas industry, Petrochemicals and refineries, which in the context of Accounting standard (AS) 17 "Segment Reporting" is considered to be the only business segment

**NOTE : 29 Related party Transactions**

Key Management Personnel

Mr Yuvraj Malhotra  
Mr Navraj Malhotra  
Mrs Diksha Malhotra  
Ms Pragati Nathani

**HILTON METAL FORGING LIMITED  
NOTES FORMING PART OF FINANCIAL STATEMENT**

(Amount ₹ In lacs)

**Remuneration to KMP**

	<b>As at 31-3-2017</b>	<b>As at 31-3-2016</b>
Yuvraj Malhotra	<b>60.00</b>	60.00
Navraj Malhotra	<b>24.00</b>	24.00
Mrs Diksha Malhotra	<b>30.00</b>	30.00
Ms Pragati Nathani	<b>0.46</b>	

**Note : 30 Earning per Share**

Basic

Continuing Operations

Net profit/(loss) for the year from continuing operations	-6.21	-136.59
Less preference Dividend and Tax thereon	<b>0.00</b>	0.00
Net profit/(loss) for the year from continuing operations attributable to the Equity Share Holders	-6.21	-136.59

Weighted average number of equity shares for basic EPS	<b>12443016</b>	12443016
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Weighted average number of equity shares for DilutedEPS	<b>12443016</b>	12443016
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par value per shares

Earning per shares from continuing operations	<b>(0.05)</b>	(1.10)
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**Note : 31 Deferred Tax Liability**

Tax effect of items constituting deferred tax liability

on difference between book balance and tax balance of fixed assets	<b>7590464</b>	6478300
Tax effect of items constituting deferred tax liability	<b>2554950</b>	2180596
Net Deferred Tax (Liability) / assets	<b>25.55</b>	21.81
Balance Brought forward	<b>619.03</b>	597.22
Net deferred Tax Liability	<b>644.58</b>	619.03

As per our report of even date

For and on behalf of the Board of Directors

**For R K Chaudhary & Associates**

**CHARTERED ACCOUNTANTS**

**Firm Registration No 133512W**

**R K Chaudhary**

**Proprietor**

**M No : 35487**

**Yuvraj Malhotra**  
**Chairman & Managing Director**  
**DIN No 00225156**

**Navraj Malhotra**  
**Whole Time Director**  
**DIN 00225183**

Place: Mumbai

Date: 26 -5-2017

**HILTON METAL FORGING LIMITED**

CIN: L28900MH2005PLC154986

Regd. Office: 701, Palm Spring, Link Road, Malad (West) Mumbai-400064

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

12th Annual General Meeting, Thursday, 28th September, 2017 at 4.00 P.M

**ANNUAL GENERAL MEETING  
ATTENDANCE SLIP**

(To be presented at the entrance)

DP ID No	Regd. Folio No	Client ID No	No. of shares held

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Name of Proxy: \_\_\_\_\_ (To be filled in, if the Proxy attends instead of the member) I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at TWELTH ANNUAL GENERAL MEETING of the Hilton Metal Forging Limited, held on Thursday, 28th day of September, 2017 at 04.00 p.m. at 701 Palm Spring, Link Road, Malad (West), Mumbai-400 064.

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

**NOTE:**

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**HILTON METAL FORGING LIMITED**

CIN: L28900MH2005PLC154986

Regd. Office: 701, Palm Spring, Link Road, Malad (West) Mumbai-400064

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

12th Annual General Meeting, Thursday, 28th September, 2017 at 4.00 P.M

**PROXY FORM***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s)	
Registered address	
E-mail ID	
Folio No / Client ID	
DP ID	

I / We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1 \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

2 \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

3 \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company, to be held on the 28th Day of September, 2017 at 4.00 p.m. at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No	Item No (Description)	Type of Resolution	No of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
1	Receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2017 together with the Report of the Board of Directors and Auditors thereon.	Ordinary			
2	Reappointment of Mr. Navraj Hiralal Malhotra as Director of the Company, who retires by rotation	Ordinary			
3	Appointment of M/s. R. Jaitlia & Co., Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.	Ordinary			
4	Appoint Ms. Nikita Talati of M/s. NNT & Co, Cost Accountants, Mumbai as Cost Auditors and to fix their remuneration	Ordinary			
5	Adoption of new set of Articles of Association.	Special			
6	Service of Documents to the Members	Ordinary			

Signed this .....day of ..... 2017

Signature of shareholder.....

Signature of Proxy holder(s)

(first proxy holder)

(second proxy holder)

(third proxy holder)

Affix  
Revenue  
Stamp of  
₹ 1

**NOTES:**

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064 not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. For the Resolutions, Statement setting out material facts concerning items of special business, please refer to the Notice convening the Twelfth Annual General Meeting.





## BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

12th Annual General Meeting, Thursday, 28th September, 2017 at 4.00 P.M

**Name of the Company:** Hilton Metal Forging Limited

**Registered Office:** 701, Palm Spring, Link Road, Malad West, Mumbai- 400 064

**CIN:** L28900MH2005PLC154986

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letter)	
2	Name (s) of the Joint Holder(s) (If any)	
3	Postal Address	
4	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
5	Number of Share(s) held	

I hereby exercise my vote in respect of the Ordinary/Special resolution(s) enumerated below by recoding my assent or dissent to the said Resolution(s) in the following manner:

Sr. No	Item No (Description)	Type of Resolution	No of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
1	Receive, consider and adopt the audited Financial Statements for the Financial year ended 31st March, 2017 the Reports of the Board of Directors and the Auditor's thereon.	Ordinary			
2	Reappointment of Mr. Navraj Hiralal Malhotra as Director of the Company, who retires by rotation.	Ordinary			
3	Appointment of M/s. R. Jaitlia & Co., Chartered Accountants, Mumbai as Statutory Auditors and to fix their remuneration.	Ordinary			
4	Appoint Ms. Nikita Talati of M/s. NNT & Co, Cost Accountants, Mumbai as Cost Auditors and to fix their remuneration.	Ordinary			
5	Adoption of new set of Articles of Association.	Special			
6	Service of Documents to the Members	Ordinary			

**Place :**

**Date :**

**Signature of the Member**



**Form No. SH-13**  
**Nomination Form**  
**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies**  
**(Share Capital and Debentures) Rules 2014]**

**12th Annual General Meeting, Thursday, 28th September, 2017 at 4.00 P.M**

To,  
**Hilton Metal Forging Limited**  
701, Palm Spring, Link  
Road, Malad (West),  
Mumbai-400064.

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of Securities	Folio No	No.of Securities	Certificates No	Distinctive No.

**(2) PARTICULARS OF NOMINEE/S —**

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

**(3) IN CASE NOMINEE IS A MINOR--**

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the SecurityHolder(s): \_\_\_\_\_

Signature: \_\_\_\_\_

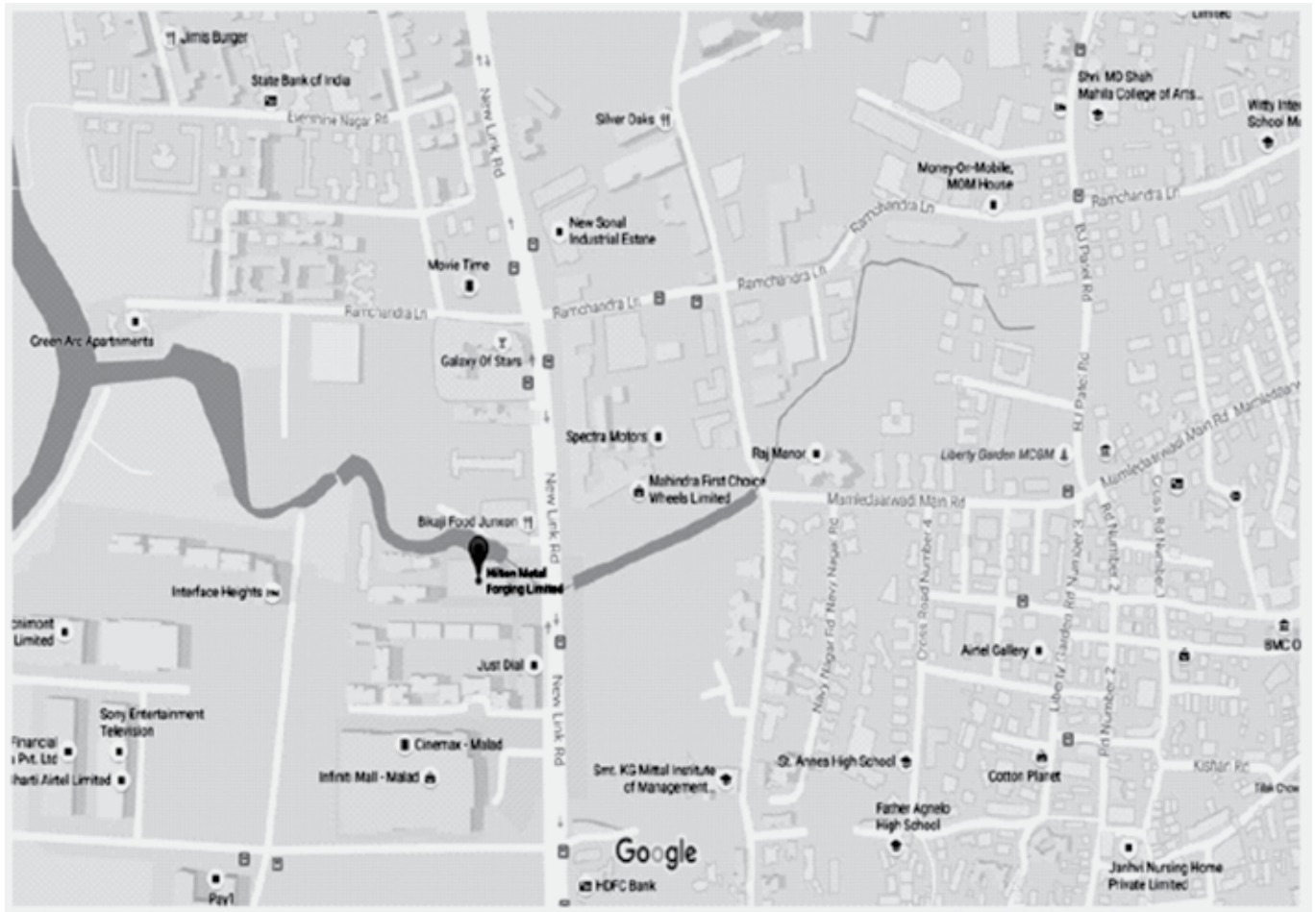
Witness with name and address: \_\_\_\_\_

Signature: \_\_\_\_\_



## AGM VENUE

701, Palm Spring, Link Road, Malad (West) Mumbai-400064.





if undelivered please return to:

**Corporate office:**

**HILTON METAL FORGING LTD.**

701, Palm Spring, Palmcut Complex,  
Link Road, Malad (West) Mumbai - 400 064.

Email: [info@hiltonmetal.com](mailto:info@hiltonmetal.com) Web: [www.hiltonmetal.com](http://www.hiltonmetal.com)