

HF **HILTON**
METAL FORGING LTD.

Annual Report 2013-2014

BOARD OF DIRECTORS

Shri Yuvraj Malhotra	CMD
Shri Navraj Malhotra	Whole time Director
Shri Joseph Mckay	Executive Director - Professional
Shri Harmohindarsing Dhingra	Director
Shri Manoj Kumar More	Director
Shri Navin Chokshi	Director
Shri Sanjay Jain	Director

AUDITOR:

M/s R K Chadhary & Associates
Chartered Accountants
3rd Floor, Kamanwala Building
Sir P M road, Fort,
Mumbai 400 001

COST AUDITORS

NNT & Co
602 Silver Matru Prabha
Cama Lane, Kirool Road,
Ghatkopar West, Mumbai 400 086

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,

PLANT

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

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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

NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Members of Hilton Metal Forging Limited will be held on Saturday, 27th September, 2014 at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the profit & loss account for the year ended on that date along with the schedules thereon and the Reports of the Directors and Auditors thereon.
- 2) To declare dividend.
- 3) To appoint M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the company and fix their remuneration 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 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai (Reg.No.35487) Mumbai, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit Committee in consultation with the auditors in addition to out of pocket expenses, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.

SPECIAL BUSINESS:

- 4 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 Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, and in partial modification to the Ordinary Resolution passed at the Eighth Annual General Meeting held on 30th September 2013, in relation to the re-appointment of Mr. Joseph W. McKay (DIN No. 00384145) who was appointed as a Non- Executive Independent Director of the Company, confirmation consent and approval be and is hereby accorded to the Change in the Designation of Mr. Joseph W. McKay from 'Non-Executive Independent' to Non-Executive Professional.
"RESOLVED FURTHER THAT all other terms mentioned in the said Ordinary Resolution passed at the Eighth Annual General Meeting held on 30th September 2013, in relation to the re-appointment of Mr. Joseph W. McKay shall remain unchanged"
5. 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 Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification to the Ordinary Resolution passed at the fifth Annual General Meeting held on 30th September 2010, in relation to the appointment of Mr. Navraj Malhotra (DIN No 00225183) as Whole-time Director of the Company, consent be and is hereby accorded to the Change the term of retirement of Mr. Navraj Malhotra from 'not be liable to retire by rotation' to 'liable to retire by rotation'
"RESOLVED FURTHER THAT all other terms and conditions as mentioned in the said Ordinary Resolution passed at the Fifth Annual General Meeting held on 30th September 2010, in relation to the appointment of Mr. Navraj Malhotra as Whole-time Director shall remain unchanged"
- 6 To approve payment of remuneration to Yuvraj Malhotra (DIN 00225156) as Chairman & Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT in accordance with the provisions of Sections, 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of resolution passed at the Fifth Annual General Meeting of the Company held on 30th September 2010 approval of the Company be and is hereby accorded to the payment of remuneration to Shri Yuvraj Malhotra, as Chairman & Managing Director of the Company, for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Yuvraj Malhotra, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof..
"RESOLVED FURTHER THAT all other terms and conditions in relation to the appointment of Mr. Yuvraj Malhotra as Chairman & Managing Director shall remain unchanged"
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Mr. Harmohindarsingh Dhingra (DIN No. 00037089) as an Independent Director and in this regard 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 Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Harmohinder Singh Dhingra (DIN No. 00037089) who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018-19 or 30th September 2019.”
8. To appoint Mr. Manoj Kumar More (DIN No. 000401090) as an Independent Director and in this regard 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 Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Manoj Kumar More (DIN No. 000401090) who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018-19 or 30th September 2019.”
9. To appoint Mr. Sanjay S Jain (DIN No. 00152758) as an Independent Director and in this regard 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 Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Sanjay S Jain (DIN No. 00152758) who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018-19 or 30th September 2019.
10. To appoint Mr. Navin C Chokshi (DIN No. 00001867) as an Independent Director and in this regard 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 Sections 149, 150, 152 and read with Schedule IV and other applicable provisions ,if any, of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Navin C Chokshi (DIN No. 00001867) who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act. 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years for a term up to the Annual General Meeting for the Financial year 2018-19 or 30th September 2019
11. To approve remuneration of the Cost Auditor for the financial year ending 31st March, 2015 and in this regard 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 148 and all other Applicable provisions of The Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force M/s NNT & Co, Cost Auditors, Mumbai reappointed by the Board of Directors of the company to conduct the Cost Audit of the Cost records of the company for the financial year ending 31st March, 2015 be paid remuneration of Rs 55,000/- (Rupees Fifty Five Thousand) plus service tax as applicable.”
- “RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.
12. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** under Section 180(1) (c) of the Companies Act, 2013.
- “RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** in supersession of ordinary resolution passed by the shareholders in their Extraordinary General Meeting held on 26th August 2005, and pursuant to Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 (herein after referred to as the “ Act”) or any statutory modification or re-enactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, as it may deem think fit by way of loan , whether as rupee loans, foreign currency loans and/or any other financial facilities including non fund based facilities or issue of any debt securities including without limitations Bonds, debentures, and/ or other instruments whether convertible into equity/preference shares or not and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity /preference shares or in any other form from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, non-resident Indians, Foreign Institutional Investors

or other Bodies Corporate or any other persons whether shareholders or not from any other source, located in India or abroad, whether unsecured or secured, and on such terms and conditions as may be considered suitable by the Board of Directors any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 100 Crores".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these power to Committee of the Company or any other person."

"RESOLVED FURTHER THAT the Borrowing already availed by the Board within the limit of Rs 100 Crores and all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

13. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** under Section 180(1) (a) of the Companies Act, 2013.

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT in supersession of ordinary resolution passed by the shareholders in their Extraordinary General Meeting held on 26th August 2005, and pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013(herein after referred to as the " Act") or any statutory modification or re-enactment thereof and Rules made there under for the time being in force and as may be amended from time to time and Articles of Association of the Company , consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties and assets of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to committee of the Company or any other person."

For and On Behalf of Board of Directors
CHAIRMAN

Registered office:

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

Date: 01/08/2014

Place: Mumbai

NOTES:

1. 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.
2. Proxy Form and Attendance Slip are enclosed. Proxies, duly stamped and executed, must reach at the Registered Office of the Company not less than 48 Hours before the commencement of the Annual General Meeting.
3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22th September, 2014 to 26th September, 2014 (both days inclusive).
5. The dividend, if declared will be paid to all the members who are entitled to receive payment and whose names appear in the Register of Members as on the 21st September, 2014.
6. 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 .

7. Members whose shareholding is in the electronic mode 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.
8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with rules made there under, a listed company may send the notice of Annual General Meeting and Annual Report, including financial statement, Board Report etc. by electronic mode.
9. A statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice.
11. 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..
12. 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.
13. 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. up to the date of the General Meeting.
14. Electronic copy of the Annual Report for 2014 is 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 Annual Report for 2014 is being sent in the permitted mode.
15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the 9th 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:

Log on to the e-voting website www.evotingindia.com

- i. Click on "Shareholders" tab.
- ii. Now, select the "COMPANY NAME" i.e. Hilton Metal Forging Limited, from the drop down menu and click on "SUBMIT".
- iii. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric).
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Permanent Account Number (PAN*)	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number R12345 then enter RA00R12345 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> i.e. Hilton Metal Forging Limited, on which you choose to vote.
- xi. 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
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvi) Above to cast vote.
 - (B) The voting period begins on Monday, September 22, 2014 at 10.00 a.m. and will end on Wednesday, September 24, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
 - xvii. Mr. Hareesh Sanghvi, Practicing Company Secretary, (Membership No. 2259) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - xviii. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - xix. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.hiltonmetal.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the NSE and BSE Limited.
16. Electronic copy of the Notice of the 9th 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 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 9th 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. Dividend which remain unclaimed / un-encashed for a period of 7 years will be transferred by the Company to Investor Protection Fund (IEPF) constituted by the Central Government, under Section 205A and 205C of The Companies Act,1956, no claim by the shareholder shall lie for un-encashed dividend transferred to IEPF.

18. 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.
19. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company.
20. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination form in the prescribed form SH-13 with the Companies Transfer Agent, **Sharex Dynamic (India) Private Ltd.**
21. To support the 'Green Initiative in the Corporate Governance', the Members who have not registered their e-mail addresses are requested to register the same with the Registrar and Transfer Agent of the Company/Depositories

For and on behalf of the Board of Directors

CHAIRMAN

Registered Office:

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

Date: 01-08-2014

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

ITEM no. 4 & 5

The Board of the Company consists of 7 directors, out of which there are 5 Independent rotational Directors and 2 non rotational Executive Directors.

The provisions of Section 149(13) and Section 152(6) and (7) in respect of retirement of Directors by rotation shall not be applicable to Independent Directors. Having regard to the provisions of the Listing Agreement and the provisions of Section 152 of the Companies Act, 2013, it is proposed to make and consider Mr. Joseph W. McKay as 'Non-Executive non- Independent Director' instead of 'Non-executive Independent Director'. Similarly it is proposed to change the term of retirement of Shri. Navraj Malhotra from not liable to retire by rotation to liable to retire by rotation.

All other terms and conditions with respect to their appointment as approved by the members shall remain unchanged.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolutions except the concerned Directors and their relatives.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 to 6 of the Notice for approval by the shareholders.

Item Nos. 6

The Nomination and Remuneration Committee and the Board of Directors of the Company, at their meetings held on 7th May 2014, had approved the payment of remuneration, the details whereof given here in under to Shri Yuvraj Malhotra as Chairman & Managing Director of the Company for the balance tenor subject to the approval of members without varying any other terms of his appointment

REMUNERATION :

a. **BASIC SALARY & DEARNESS ALLOWANCE:**

Rs.5,00,000 per month in the scale of Rs. 5,00,000 – Rs.10,00,000 per month.

With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

b. **PERQUISITES & ALLOWANCES:**

- i. Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and CMD such perquisites and allowances will, however, be subject to a maximum of 40% of the annual salary.
- ii. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
- iii. Benefits under the Provident Fund Scheme, the Company's Pension/Superannuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

iv. Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of calculating the said ceiling.

C. REIMBURSEMENT OF EXPENSES

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

D. MINIMUM REMUNERATIONS:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to CMD by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V of the Act.

This may be treated as an abstract of the terms of appointment between the Company and Shri Yuvraj Malhotra under and pursuant to Section 190 of the Companies, Act, 1956. This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

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

Except Shri Yuvraj Malhotra, and Mr. Navraj Malhotra being relatives of each other none of the Directors and Key managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions set out at item Nos.5 of the Notice.

The relatives of Shri Yuvraj Malhotra may be deemed to be interested in the resolutions set out at Item No.6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

INFORMATION PURSUANT TO SCHEDULE V PART (II) SECTION II TABLE A:

Nature of Industry	Manufacturers and exporter of Steel forgings & allied products		
Date or expected date of commencement of commercial production	21-07-2005		
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N A		
Financial Performance based on given indicators for the financial year ended 31/03/13 & 31/03/14	Particulars	31/03/2014 Rs (in Lacs)	31/03/2013 Rs (in lacs)
	Total Income	13012.31	15693.56
	Expenses	12590.73	15227.83
	Profit	304.02	318.93
	Eps	2.44	2.56
	P/E ratio	5.65	4.68
	Total Assets	4707.07	4662.63
	Accumulated Losses	NIL	NIL
Export performance and net foreign exchange	Export of goods FOB Vale Rs 7408.87 Exchange out go Rs 74.14		
Collaborations, if any,	The Company does not have any foreign collaboration		

Information about Appointee

Background details	Mr. Yuvraj Malhotra, who was appointed as the Chairman and Managing Director of the company for the period of 5 years i.e. from 20 th July 2010 Approval for his remuneration is now sought from the Shareholders. Further details are set out in the explanatory statement to item No 6 of the accompanying notice.
Gross Annual remuneration with last employer	Annual Remuneration of Rs 30,00,000/-p.a all inclusive of allowances and perquisites was paid in F.Y. 13-14
Job Profile and his suitability	He is Engineering Graduate and specialized in Mechanical Engineering. He has more than 27 year experience in Forging Industry and he is well verse with export market of forgings and allied products and looking after day to day affairs of the Company.
Remuneration Proposed	Rs.5,00,000/- per month in the scale of Rs.5,00,000/- to 10,00,000/- plus allowances and perquisites as per company's rules, subject to ceiling stipulated in Schedule V of the Act.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Your company is one of leading operator in the Forging Industries. .The proposed remuneration is comparable with the other companies of similar size and nature in the Industry.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	No pecuniary relationship apart from remuneration drawn from the company

Other information

Reasons of loss or inadequate profits	Stiff competition and lower volume in domestic market, pressure on currency are the primary reason lower profit margins.
Steps taken or proposed to be taken for improvement	Strengthening domestic supply chain system and suitable recruitments is underway.
Expected increase in Productivity and profits in measurable terms	Rearranging system for maximum possible use of all machinery.
Disclosures	The remuneration package details are given in the explanatory statement as Item No.5.

Item Nos. 7 to 10

Section 149 of the Companies Act, 2013 provides that Independent Directors Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi are Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

The Board considers that continued association with the above Directors would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. It is proposed to appoint Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 14th Annual General Meeting of the Company in the calendar year 2019.

Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along-with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain and Mr. Navin C Chokshi for the office of Directors of the Company.

The Company has also received declarations from Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi are independent of the management.

Copy of the draft letters for respective appointments of Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi are interested in the resolutions set out respectively at Item Nos. 7 to 10 of the Notice with regard to their respective appointments.

The relatives of Mr. Harmohindersingh Dhingra, Mr. Manoj Kumar More, Mr. Sanjay S Jain, and Mr. Navin C Chokshi may be deemed to be interested in the resolutions set out respectively at Item Nos 7 to 10 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 7 to 10 of the Notice for approval by the shareholders.

INFORMATION RELATING TO DIRECTORS PROPOSED TO BE RE-APPOINTED/APPOINTED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES:

	Item No. 7	Item No. 8	Item No. 9	Item No. 10
Name of Director	Mr. Harmohinder Singh Dhingra	Mr. Manoj More	Mr. Sanjay Jain	Mr. Navin Choksi
Date of Birth	June 13, 1938	May 01, 1971	November 25, 1965	May 26, 1953
Qualification	B.Com, M.A. LL.B, CAIIB, ACCS (London)	B.Com, F.CA	B.E Metallurgy	B Com, A C A
Date of Appointment	March, 29 2006	March, 29 2006	March, 29 2006	March, 29 th 2006

	Item No. 7	Item No. 8	Item No. 9	Item No. 10
Expertise	Banking	Finance and Accounts	Metallurgy	Finance & Accounts
Directorships as on 31 st March, 2014	Nil	- Acquitor Financial Services Pvt Ltd - Ken Financial Services Ltd. - Sumangal Shares & Securities Pvt Ltd. - Sumangal Commodities Pvt Ltd. - Khattu Land & Property Traders Pvt Ltd - Harivardhan Steel & Alloys Pvt Ltd - Ridhi's High Fashion Pvt Ltd. - DJS Stock & Shares Ltd	Nil	- Gloria Technoplast, - Gloria Polyfilms Ltd
Chairman / Member of Audit Committee as on 31 st March, 2014	NIL	NIL	NIL	NIL
Chairman / Member of Shareholders' / Investors' Grievance Committee as on 31 st March, 2014.	NIL	NIL	NIL	NIL
Chairman / Member of Remuneration Committee as on 31 st March, 2014	NIL	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL	NIL
Relationship between directors inter-se	NIL	NIL	NIL	NIL

Item No. 11:

The Board, on the recommendation of the Audit Committee, has approved the Reappointment and remuneration of M/s. NNT & Co, Cost Auditors, Mumbai to conduct the Cost Audit of the Cost records of the company for the financial year ending 31st March, 2015

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

Hence, the Board commends the resolution as set out of Item no 11. 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 these resolutions.

Item No.12 & 13:

The shareholders of the Company had authorised the Board of Directors of the Company by way of Ordinary resolution passed at the Extra Ordinary General Meeting held on 26th August 2005 under clause (d) and (a) of section 293 (1) of Companies Act, 1956 (now repealed) to borrow money for the purpose of business of the Company in excess of the paid up capital and free reserves of the Company provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 100 Crores.

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, approval of the shareholders by way of special resolution is required to authorize the Board of Directors to borrow moneys up to the said limits and create security in respect thereof.

Except the Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of directorship/ shareholding or in any other manner in one or more companies/ bodies corporate/ individuals resolutions, no other Director or Key managerial personnel or their relatives is concerned or interested in the said resolutions.

For and on behalf of the Board of Directors

Registered Office:

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

CHAIRMAN

Date: 01-08-2014

Place: Mumbai

DIRECTORS' REPORT

To

The Members

Hilton Metal Forging Limited

1. Your Directors present the Ninth Annual Report and the Audited Statement of accounts of the Company for the year ended March 31st, 2014.

Performance of the Company

(Rs in Lacs)

a) Total Income

2013-14	2012-13	% Decrease
13012.31	15693.56	17.35

During the year under review, the total income of the company was Rs 13024.26 lacs (previous Year Rs 15693.56 Lacs).

b) Export Revenue

2013-14	2012-13	% Decrease
7450.44	7851.96	4.96%

c) Financial Results

Particulars	Year Ended March 2014	Year Ended March 2013
Total Income	13012.31	15693.56
Total Expenditure	12590.734	15227.83
Profit before Tax	421.58	465.73
Less: Current Tax /Deferred Tax	117.56	146.80
Profit after Tax	304.02	318.93
Balance Brought forward	801.41	610.71
Balance Available for Appropriation	1105.43	929.64
Appropriation :		
Proposed Dividend for the Financial year at the rate of Rs.0.50 per share	62.22	49.77
Corporate Dividend Tax	10.58	8.46
Transferred to General Reserves	70.00	70.00
Surplus retained in Profit & Loss account	962.63	801.41

2. Dividend

Your Directors are pleased to recommend a dividend of 5.00 % i.e. Rupees 0.50 per Equity share of Rs 10 each for the year ended March 31st, 2014, resulting out flow will be Rs 72.79 lacs (inclusive of dividend distribution tax). Your Directors further proposes to transfer to General Reserves an amount of Rs 70.00 lacs out of the profit.

3. Deposits :

The Company has not taken any deposits from the public during the year . As on 31st March 2014 there is no amount of deposits and interest thereon which remain due for payment or unclaimed by depositors.

4. Directors' Responsibility Statement:

In view of the provisions of Section 217(2AA) of the Companies Act 1956, your Directors state that in preparation of the Financial Statements for the year ended 31st March, 2014:

- The applicable Accounting Standards have been followed by the Company, with necessary explanation for material departure, if any;
- The accounting policies adopted and applied consistently, in the opinion of the Directors are reasonable and prudent and gives true and fair view of the state of affairs of the Company at the end of the financial period and of the Profit of the Company for the year ended on that date;
- The proper and sufficient care was taken for the maintenance of the adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- The accounts have been prepared on a going concern basis.

5. Directors:

The Board has at the request of Mr. Joseph McKay decided to make and consider him as the Non-Executive Professional Director instead of Independent Director. Having regard to the provisions of the companies Act 2013 it is proposed to change the term of appointment of Mr. Navraj Malhotra from not liable to retire to liable to retire.

Mr. Sanjay Jain, Mr. Navin Choksi, Mr. Manoj More and Mr. Harmohindersingh Dhingra, Independent Directors of the Company were appointed Directors liable to retire by rotation under the provisions of erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the said Independent Directors have given their declaration of independence and being eligible be considered for re-appointment at the ensuing Annual General Meeting for a term up to five consecutive years. The Company has received requisite notice in writing from a member proposing the candidature of Mr. Sanjay Jain, Mr. Navin Choksi, Mr. Manoj More and Mr. Harmohindersingh Dhingra, for appointment as Independent Directors. The Board has recommended their appointment as Independent Directors of the Company to hold office for a term of five consecutive years commencing from the date of 9th Annual General meeting of the Company.

6 CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with BSE & NSE, Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate regarding compliance of conditions of Corporate Governance and CEO Certificate on Code of Conduct is made as a part of the Annual Report.

7 Auditors:

M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai, retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

The company has received a confirmation from them to the effect that their appointment, if made, would be within the prescribed limits U/S 224 (1B) of the Companies Act, 1956.

The observations and comments given by the Auditors in their report read together with notes to Accounts are self explanatory and hence do not call for any further comments under section 217 of the Companies Act, 1956.

8 Cost Auditors

M/s NNT & Co, the Management Cost Accountants, Mumbai retire at the conclusion of the forthcoming Annual general Meeting and being eligible, offer them-selves for re-appointment.

9 Management Discussion and analysis

Pursuant to Clause 49(IV) (B) & (F) of the Listing Agreement your directors wish to report as follows:

ECOMONY OUTLOOK:

2012-13 impacted the macro-economic situation in the current year. Indian economy did escape the immediate fall-out of global financial crisis in 2008-09 and responded well recording high growth rate of 8.4 percent and 9.3 percent in the immediate years. However, continuing global economic uncertainty and negative outlook at domestic level led to phase of sub optimal economic growth. Sustained inflationary pressure further added to the negative outlook in the macro-economic scenario in the country.

Further the current financial year also witnessed pressure on Rupee valuation vis-a-vis Dollars as early warning signal of US tapering of quantitative easing emanated in the second quarter. While RBI intervened to control sliding Rupee value with swift monetary policy actions, Government initiated steps to contain the widening trade gap. Both actions yielded result by end of the calendar year with CAD improving substantially. However, inflationary pressures and RBI's action to contain rupee slide resulted in tightening of interest rates both in the short-term and long-term. Rising cost of funding impacted investments as well as profitability; impacting the investment scenario. Moderation in economic growth also posed fiscal challenges through sluggish tax collections.

Indian economy is growing, despite the economic crisis that engulfed the world with the national investment rate at around 33-34% and is expected to increase to 36% by the end of 12th Five Year Plan (2012-17).

India has been adjudged the fifth best country in the world for dynamic growing businesses and gives a reflection of how suitable an environment the country offers for dynamic businesses. Indian tax climate was also considered to be reasonably favorable and India continued to be an attractive investment destination. Moreover, India is ranked fourth on renewable attractiveness index, second on the solar index and third on the wind index. India is expected to be the second largest manufacturing country in the next five years, followed by Brazil as the third ranked country.

The Indian forgings industry has made rapid strides and currently not only meets almost the entire domestic demand, but has also emerged as a large exporter of forgings. The major export markets are the US, Europe and China. The outlook for the industry looks promising, backed by the robust demand from the automotive sector, both domestic and global.

Nature & Present Scenario in India.

Forging industry is a basic industry and such industries tend to grow in a country in relation to the rate of growth of its GDP. As far as India is concerned, we expect our GDP to continue to grow and therefore, all the basic industries will grow and so will the forging industry.

Thanks to outsourcing, opportunities for exports are huge. An increasing number of companies from all over the world are coming to India to procure components and products. There are two growth drivers-one is the domestic growth in the automotive sector, and the other one is outsourcing. It's an industry that is generally technocrat driven because it has large technology content.

The Future Outlook :

The fortunes of the forging industry are on a rise - it has consistently recorded a notable increase in production, Capacity utilization and exports. Among the various segments of the forging business, it is the auto, mobile-related segment that is being talked about the most these days.

Global automotive giants are looking at India as a competent supply base and are shopping for their components here. The industry, clearly, is one of our best bets to garner a substantial market share in the manufacturing sector, which as of now, is regarded as China's stronghold. No economy that aspires to hold sway in the global arena can afford not to lay emphasis on the manufacturing industry.

Current out Look:

As the growth is visibly noticed and already having foot forward, Hilton Metal has decided to strengthen the following areas:

Focus for increase in productivity and technology up gradation and modernization of the units to comply with global quality standards.

Acquire latest technologies with added emphasis on IT, CAD/CAM, and other forms of computer-based technologies to produce quality forgings conforming to international standards with best yields.

In order to reduce consumption of costly oil and power, as also to make industry environment-friendly, the company has decided to opt for energy audit.

FINANCIAL MANAGEMENT

The Company has a Financial Management Information System in place, which involves preparation of detailed Annual Business plan for the current year and a broad forecast of projection for successive years, which is reviewed every year. Capital expenditure commitments, if any and borrowing plans are based on these forecasts.

The overall financial picture of 2013-14 is satisfactory. With close monitoring of costs and expenses, this year ended with pre- tax profit of Rs 421.25 lacs (previous year Rs 465.73 lacs)

HUMAN RESOURCE MANAGEMENT

For this Financial Year, the Company continued its efforts in the Human Resources policies and processes to further its performance by way of appreciable changes. The Company had introduced and implemented the Performance-Linked Incentive Scheme which is paying rich dividends. The periodic review of HR policies commensurate with value-based human resource management tools have been introduced ensuring harmony, thereby optimizing human resource as a force multiplier. This has led to a positive and homogeneous work culture lending to greater productivity.

At Hilton, we believe training is mandatory at all levels of the Organization. Be it fresh recruit or department head or manager or a Director; it is necessary and obligatory for everyone to train for good leadership, communication, decision making, creative thinking, setting goals and team work. Thus, the Company has undertaken training initiative for the Employees and Managerial Personnel to sharpen the raw pearls and hone their skills.

INTERNAL CONTROLS AND SYSTEM

Your Company has always believed in free flow of information in the organization and has continued to keep focus on processes and controls. The company has in house qualified and experienced team. The company also has appointed Internal Auditors.

The Company has an appropriate internal control system for the business processes, with regard to the efficiency of operations, financial reporting, compliance with applicable laws and regulations.

Clearly defined roles and responsibilities for all the managerial persons have been established. The Company practices quality management system for design, planning and construction that complies with International quality standards. All operating parameters are periodically monitored and well controlled. Concurrent internal audits and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors reviews the effectiveness of internal controls and suggests improvements for strengthening it, whenever required.

RISKS AND CONCERNS

Your Company is continuously evolving and improving systems and measures to take care of all the risk exigencies involved in our business in addition to specific risk which are to do with the company's business model. These risks include:

- a) Market Risk
- b) Currency Risk
- c) Interest Rate Risk
- d) Insolvency Risk

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 at each Board Meeting. The Company ensures compliance of the ROC, SEBI Regulations and provisions of the Listing Agreement.

CAUTIONARY STATEMENT

This management discussion and analysis contains forward looking statements that reflects our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in the forward looking statements as a result of many factors.

10 Particulars of Employees

The statement under sub-section (2A) of section 217 of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended and forming part of this report is given in annexure. The annexure shall, however, be provided to the member on request to be made to the Company Secretary.

During the period under review, relation with the workmen continued to remain cordial. The Company has and possesses good faith and trust of the workers and continues having best industrial relation with its workmen force.

11 Disclosure of particulars with respect to conservation of energy, foreign exchange earning / outgo etc :

Statement giving particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under section 217(1)(e) of the Companies Act, 1956 is annexed.

12 Acknowledgements:

Your Directors would like 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

Mumbai
Dated: 7-5-2014

Yuvraj Malhotra
Chairman and Managing Director

Annexure to Directors' Report

A. Conservation of Energy

Energy conservation is priority area for the Company, Energy conservation 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 equipments.
8. Awareness and training programs for employees

With proper planning and awareness, consumption of electricity and diesel was reduced compared to previous year. 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.

Form A

(See Rule2)

Power and Fuel Consumption	Current year ended 31-03-2014	Previous year ended 31-03-2013
1. Electricity		
Purchased Units (KWH)	3472965	2834615
Total Amount (in Rupees)	25794857	21386026
Rate/unit (Rs.)	7.43	7.54
2. Furnace Oil		
Quantity (KLS)	839	1047
Total Amount (Rupees)	36751431	43196130
Average Rate Per KLS	43802	41265

B. Consumption per unit of production

The company produces wide range of forgings, flanges and other allied products hence to calculate product wise energy consumption is difficult proposition.

FORM – B

(DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION, RESERCH AND DEVELOPMENT (R & D) TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION:

1. 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-outs of dies.
2. Benefits derived as a result of the above: Reduction in consumption of raw material.

EXPORT INITIATIVES:

More than half of the turnover of the company is achieved through Exports. The company is taking initiative and putting major thrust on exports. The company has policy to take part in exhibitions on or for Forging Products and Steel products held world-wide. This has benefitted the company since it could include quite a few new customers in its client base. The Company intends to explore the possibility of stock and sell in the US market especially in Oil and Gas sector. Various persons / agencies have been recruited to prepare the feasibility report.

FOREIGN EXCHANGE EARNING AND OUTGO:

Activities relating to Exports: Our Foreign Exchange Earning through exports was to the tune of Rs 7408.87 Lacs. The Company's outgo of foreign exchange activities amounted to Rs 74.14 Lacs particulars of Foreign Exchange earnings and the utilization during the period appears in Schedule XVI to the accounts.

Initiative taken to increase Exports etc;

1. Company regularly participates in various exhibition held in foreign, displaying its products approved by quality awarders world-wide and also demonstrate the company's competitiveness in quality and cost factors.
2. The Company is exercising level best efforts to multiply its relation with existing customers by fulfilling their supply needs.

For and on behalf of the Board of Directors

**Yuvraj Malhotra
Chairman and Managing Director**

Mumbai: Dated: 7/05/2014

CORPORATE GOVERNANCE REPORT

1) COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE:

At HILTON METAL FORGING LIMITED, it has been a constant Endeavour 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. Your Company has always complied with the code of Corporate Governance.

2) BOARD OF DIRECTORS:

A. Composition and size of the Board:

The Board has an optimum combination of executive, Independent and Non-Executive Directors. The total strength of the Board is of 7 Directors in the financial year 2013-14. The Board has more than 50% of Non-Executive Directors. While the Board has two Executive Directors i.e. the Managing Director and a Whole Time Director, other five Directors are Non-Executive and Independent Directors.

B. Board Meetings:

4 Board Meetings were held at Mumbai during the year under review The Board Meetings were held on 28th May, 2013, 9th August, 2013, 29th October, 2013 and 24th January, 2014 The maximum gap between two Board Meetings did not exceed the prescribed time in clause 49 of the Listing Agreement. The details of composition and category of Directors, their Attendance at Board Meeting/ Annual General Meeting, other positions in Board/Committee of the Board are as under:

Name of Directors	Designation/ Category of Directors	No. of Board Meetings attended in F.Y.2013-2014	Attendance at A.G.M.	No. of other Directorship \$	Membership of other Board Committees
Mr. Yuvraj Malhotra	Chairman & Managing Director, Executive	4	Yes	Nil	Nil
Mr. Navraj Malhotra	Whole time Director Executive	4	Yes	Nil	Nil
Mr. Joseph McKay	Independent Director Non Executive	0	No	Nil	Nil
Mr. Sanjay Jain	Independent Director Non Executive	0	No	Nil	2
Mr. Manoj Kumar More	Independent Director Non Executive	4	No	1	2
Mr. Navin Chokshi	Independent Director Non Executive	4	No	2	Nil
Mr. Harmohindar Singh Dhingra	Independent Director Non Executive	3	Yes	Nil	2

\$ This excludes Directorship held in other Private Limited Companies.

All the information as required under Annexure 1A of clause 49 of the Listing Agreement, as is required from time to time, is tabled before the Board for its consideration.

C. Share holding of Non-Executive Directors:

Sr.No.	Name of Directors	Shareholdings in the Company
1.	Mr. Sanjay Jain	Nil
2	Mr. Joseph McKay	Nil
3.	Mr. Manoj Kumar More	Nil
4.	Mr. Navin Chokshi	Nil
5.	Mr. Harmohindar Singh Dhingra	Nil

3) COMMITTEES OF DIRECTORS:

The Board has constituted the following Committees of Directors:

a) Audit Committee:

Role of Audit Committee and its terms of reference include:

- To focus its attention on subjects relating to accounting standards, internal controls and financial policies.
- To oversee the Company's financial reporting process and disclosure of its financial information.
- To review the financial statement before submission to the Board of Directors.
- To hold discussion with Management regarding the internal control system.
- 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.

The Audit Committee met 4 times during the year on 28th May, 2013, 9th August, 2013, 29th October, 2013 and 24th January, 2014. All the meetings were chaired by Mr.Harmohindar Singh Dhingra . The composition, names of the members, chairperson, particulars of the meeting and attendance of the member during year are as follows:

Sr. No.	Names of Members	Designation	Category of Director	Attendance Meeting
1	Mr. Harmohindar Singh Dhingra	Chairman	Independent non executive	3
2	Mr. Manoj Kumar More	Member	Independent non executive	4
3	Mr. Sanjay Jain	Member	Independent non executive	0

b) Remuneration Committee:

The Remuneration Committee has been constituted to recommend/ review the remuneration package of the Managing / Whole time Directors, based on performance and defined criteria. Mr. Harmohindar Singh Dhingra was the chairman of the Committee; The Committee has been authorized to determine the remuneration package for any Executive Directors as well as remuneration payable to the non-executive Directors from the year to year.

The composition of the committee is as follows:

Sr. No.	Name of Members	Designation	Nature of Directorship
1.	Mr. Harmohindarsingh Dhingra	Chairman	Non-Executive, Independent
2.	Mr. Manoj Kumar More	Member	Non-Executive, Independent
3.	Mr. Sanjay Jain	Member	Non-Executive, Independent

The Non-Executive Directors are paid sitting fees for each meeting of the Board or Committee thereof attended by them. Other than sitting fees, no other remuneration paid to the Non-Executive Directors for the year 2013-14.

Details of Remuneration paid to the Directors for the year ended 31st March, 2014 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	30,00,000	Nil	30,00,000
Mr. Navraj Malhotra	Brother of Mr.Yuvraj Malhotra	Promoter's family	Nil	21,18,000	Nil	21,18,000
Mr. Joseph McKay	None	None	Nil	Nil	Nil	Nil
Mr. Navin Chokshi	None	None	10000	Nil	Nil	10000
Mr. Manoj Kumar More	None	None	18000	Nil	Nil	18000
Mr.Harmohindar Singh Dhingra	None	None	14000	Nil	Nil	14000
Mr. Sanjay Jain	None	None	Nil	Nil	Nil	Nil

c) Investors Grievance Committee:

The Company has constituted an Investor Grievance Committee. The terms of reference of the Committee is to redress Shareholders and Investors complaints, to review all matters connected with the share transfers and 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.

The composition of the Investor's Grievance Committee is 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. Harmohindarsingh Dhingra	Member	Non-Executive, Independent

No meeting of the Committee held during the year.

Details in respect of Compliance Officer:

Sr. No.	Name	Designation of Compliance officer
1	Mr. Suryakant Mayani	CFO

Details of Investors Complaints received during 2013-14 are as follows:

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

4. GENERAL BODY MEETINGS:

The Location and time of the Annual General Meetings held during last 2 years are as follows:

AGM	DATE	TIME	VENUE	SPECIAL RESOLUTIONS PASSED
7 th	29.09.2012	11.30 AM	701, Palm Spring, Link Road Malad West, Mumbai-400064	NIL
8 th	30.09.2013	5.00 PM	701, Palm Spring, Link Road Malad West, Mumbai-400064	NIL

No item of Business, which required the member's approval through postal Ballot, was transacted during the year 2013-14. Accordingly the Companies (Postal Ballot) rules 2001 are not applicable during the said year.

5) DISCLOSURES:

- There was no transaction of material nature with the Promoters, Directors, Management or their relatives during the financial year of the Company, which could have potential conflict with the interests of the Company at large. However, the transactions detailed in Note no. of Schedule annexed to the Accounts may be considered as related party transactions.
- The Company does not have a Whistle Blower Policy. All the same, no personnel of the Company have been denied access to the grievance redressed mechanism of the Company.
- The Company is in Compliance with all the mandatory Provisions of clause 49 of the Listing Agreement.

6) MEANS OF COMMUNICATION:

- The Annual, half yearly and Quarterly results submitted to the Stock Exchange and published in Newspapers in accordance with the Listing Agreement.

Company's un-audited quarterly results for Quarter ended 30th June, 2013, 30th September, 2013, 31st December, 2013 were published in the Free Press Journal ,Mumbai(English Daily) and Navshakti (Vernacular Daily). The audited results for the year ended 31st March, 2014 were published in the Free Press Journal, Mumbai (English Daily) and Navshakti (Vernacular Daily).

- Management Discussion and Analysis forms part of the Director's Report.

7) (a) General Shareholder Information:

Annual General Meeting (Date, Time and Venue)	Saturday, 27 th September, 2014 at 4.00 P M at 701, Palm Spring, Link Road, Malad West, Mumbai – 400064
Financial Calendar	The Company follows April-March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter.
Book Closure date	Monday, 22 nd September, 2014 to Friday, 26 th September, 2014 [Both days inclusive]
Dividend Payment	Within 30 days from AGM date
Listing on Stock Exchanges	Bombay Stock Exchange Limited, P.J. Towers, Dalal Street, Fort, Mumbai-400001 The National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra(East), Mumbai-400051
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
Share Transfer System	The power of approving transfer of securities has been delegated to the Company's Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Pvt. Ltd., Mumbai.
Plant Location	Plot Nos. 1,2,3,15,21,25,26,28,& 30, SHAH & MEHTA IND. ESTATE, Village-Ghonsai, Tal. Wada, Dist. Thane
Registered Office	Hilton Metal Forging Limited, 701, Palm Spring, Palm Court Complex, Link Road, Malad (West), Mumbai-400064
Scrip Code	BSE : 532847 NSE : HILTON
ISIN Number for NSDL and CDSL	INE 788H01017

(c) **Market Price Data: High/Low during each month of 2013-14 on Stock Exchange, Mumbai:**

Market Price Data Month	Share prices of the Company for the Period April 2013 to March, 2014			
	Bombay Stock Exchange		The National Stock Exchange of India	
	High(Rs)	Low(Rs)	High(Rs)	Low(Rs)
April,2013	10.55	8.21	9.87	9.57
May ,2013	11.25	8.5	0	0
June,2013	10.4	8.36	0	0
July,2013	10.7	9.05	0	0
August,2013	9.8	8.28	0	0
September,2013	9.99	8.5	0	0
October,2013	11.38	9.43	0	0
November2013	11.5	10.25	0	0
December,2013	12.7	10.35	0	0
January, 2014	14.2	11.2	12.75	12.07
February, 2014	12.8	11.01	12.39	11.89
March, 2014	13.8	11.2	12.55	11.86

(c) **Performance of the Scrip in comparison to BSE Sensex:**

Month	BSE SENSEX		NIFTY	
	HIGH	LOW	HIGH	LOW
	Rs	Rs	Rs	Rs
April,2013	19,622.68	18,144.22	5727.96	5654.56
May ,2013	20,443.62	19,451.26	6102.48	6023.81
June,2013	19,860.19	18,467.16	5824.03	5748.06
July,2013	20,351.06	19,126.82	5941.92	5877.75
August,2013	19,569.20	17,448.71	5571.53	5445.32
September,2013	20,739.69	18,166.17	5852.34	5740.26
October,2013	21,205.44	19,264.72	6112.24	6030.29
November2013	21,321.53	20,137.67	6174.23	6104.17
December,2013	21,483.74	20,568.70	6281.18	6222.30
January, 2014	21,409.66	20,343.78	6257.31	6196.03
February, 2014	21,140.51	19,963.12	6120.01	6063.25
March, 2014	22,467.21	20,920.98	6533.24	6468.23

(d) **Categories of Shareholding as on 31st March, 2014:**

Categories	Number of Shares	Amount in Rs	%
Promoters, Directors, Relatives and Companies under the same Management	6540379	65403790	52.56
Mutual Funds	0	0	0
Banks	0	0	0
FII(s)	583000	5830000	4.69
Private Corporate Bodies	391267	3912670	3.14
Indian Public	4564326	45643260	36.68
NRI's	297346	2973460	2.39
Clearing Members	66698	666980	0.54
TOTAL	12443016	124430160	100

(e) **Distribution of Shareholding as on 31st March, 2014:**

No. of equity Shares held	Shareholders		Total Shares	
	Number	% of Total	Shares	% of Total
1-100	3076	40.63	204312	1.64
101-200	1406	18.57	247778	1.99
201-500	1735	22.92	625674	5.03
501-1000	758	10.01	588390	4.73
1001-5000	511	6.75	1024367	8.23
5001-10000	41	0.54	299716	2.41
10001-100000	33	0.44	914410	7.35
100001 and above	11	0.15	8538369	68.62
Total	7571	100	12443016	100

SECRETARIAL AUDIT REPORT

The Board of Directors,
Hilton Metal Forging Limited,
701, Palm Spring, Link Road,
Malad (West), Mumbai-400064.

We have examined the relevant registers, records and documents of **M/s. Hilton Metal Forging Limited** ("the Company") for the financial year ended on 31st March, 2014 ("the financial year"). Based on our examination and verification of the said registers, records and documents produced to us and according to the information and explanations given to us by the Company, we report that-

1. The Company has, in our opinion, complied with the provisions of the Companies Act, 1956 as also the applicable provisions of the Companies Act, 2013 ("the Act"), the rules made under the Act and the Memorandum and Articles of Association of the Company, with regard to:
 - (a) maintenance of various statutory registers and documents and making necessary entries therein;
 - (b) closure of the Register of Members;
 - (c) forms, returns, documents and resolutions required to be filed;
 - (d) service of documents by the Company on its Members, and the Auditors;
 - (e) notice of Board meetings and Committee meetings of Directors;
 - (f) the meetings of Directors and Committee of Directors.
 - (g) the 8th Annual General Meeting held on September 30, 2013;
 - (h) minutes of proceedings of General Meetings and of the Board and its Committee Meetings;
 - (i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
 - (j) constitution of Board of Directors / Committee(s) of Directors, appointment, reappointment of Directors including the Whole-time Director;
 - (k) payment of remuneration to Directors including the Whole-time Director;
 - (l) appointment and remuneration of Auditors and Cost Auditors;
 - (m) declaration and payment of dividends;
 - (n) borrowings and registration, modification and satisfaction of charges wherever applicable;
 - (o) obtaining necessary approvals under various provisions of the Act;
 - (p) form of the balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule 6 to the Act;
 - (q) report of the Board of Directors;
 - (r) contracts, common seal, registered office and publication of name of the Company; and
 - (s) generally the other applicable provisions of the Act and the Rules made under the Act.
2. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholding and directorships in other Companies and interests in other entities.
3. The Directors have complied with disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
4. There was no prosecution initiated and no fines or penalties were imposed during the financial year under the Act; the Securities & Exchange Board of India Act, 1992; the Securities Contracts Regulations Act, 1956; the Depositories Act, 1996; Listing Agreements executed by the Company with the BSE Limited and the National Stock Exchange of India Limited ("the Stock Exchanges"); and the Rules, Regulations and Guidelines framed under the said Acts against / on the Company or its Directors and Officers.
5. The Company has complied with the provisions of the Depositories Act, 1996 and the Bye-laws framed there under by the Depositories with regard to dematerialization / dematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
6. The Company has complied with the requirements under the Listing Agreements entered into with the stock exchanges including requirements under clause 49 of the said agreement relating to Corporate Governance.
7. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997/2011 including the provisions with regard to disclosures and maintenance of records required under the Regulations.

H P SANGHVI & COMPANY
Company Secretaries
H.P. SANGHVI FCS 2259

HARESH SANGHVI
Proprietor
CoP No. 3675

Place Mumbai
Date: 01-08-2014

Independent Auditor's Report

To the Members of Hilton Metal Forging Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Hilton Metal Forging Limited**, which comprise the balance sheet as at 31 March 2014, Statement of Profit and Loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatement.

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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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 the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have 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 account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the balance sheet, Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account;
- a. in our opinion, the Balance Sheet, Statement of Profit and Loss and cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. ;and
- b. On the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For R. K. CHAUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO.133512W)

R. K. CHAUDHARY
PROPRIETOR
M.NO. 035487

PLACE: MUMBAI

DATE: 07-05-2014

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2014 OF HILTON METAL FORGING LIMITED

On the basis of such checks as we consider appropriate and in terms of information and explanation given to us, we state that:

1. a. The company has generally maintained proper records showing particulars including quantitative details and situation of fixed assets.
b. As explained to us, fixed assets according to the practice of the company are physically verified by the Management except Office equipments and Furniture and Fixtures at reasonable intervals as per the phased verification program, which in our opinion, is reasonable, looking the size of the company and the nature of its business. According to the information and explanation given to us, no material discrepancies were noticed on such verification as compared to available records.
c. In our opinion and according to information given to us, substantial part of the fixed assets has not been disposed of by the company during the year.
2. a. As explained to us, inventories have been physically verified during the period by the management, the stocks of finished goods, stores, spare parts and raw material have been physically verified at reasonable intervals by the Management except in cases of stock in transit and stock lying with some outside parties which have, however been confirmed by them
b. The procedure as explained to us, which are followed by the Management for physical verification of inventories are in our opinion reasonable and adequate in relation to the size of the Company and the nature of its business:
d. On the basis of our examination of the inventory records of the company, we are of the opinion that, the company is maintaining proper records of its inventory, the discrepancies noticed on physical verification of the inventory as compared with book records were not material.
3. According to the information and explanation given to us, in respect of loans, secured or unsecured granted to or taken from the company to/from companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956:
a. The company has granted unsecured loans in form of advances to the company/ies, firm/s or other parties listed in the Register maintained under section 301 of the Companies Act, 1956. The terms and condition relating to repayment or interest is prima-facie not prejudicial to the interest of the company. The company has given advances to employees without any time stipulation.
b. The company has not taken / availed any loan secured or unsecured from the companies, or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods. Further on the basis of our examination of the books and accounts of the Company and according to the information and explanations given to us, we have neither come across nor have been inform of any continuing failure to correct major weakness in the aforesaid internal control procedures.
5. On the basis of audit procedures performed by us, and according to the information, explanations and representations given to us, we are of the opinion that, the transactions in which directors were interested, and which were required to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
6. In our opinion and according to the information and explanations given to us the Company has not accepted any deposits from the public to which the provisions of section 58A and 58AA of the Companies Act 1956 and the Rules framed there under are applicable.
7. In our opinion, the internal audit functions carried out during the period by a firm of Chartered Accountants appointed by the management have been commensurate with the size of the Company and the nature of its business.
8. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of the Company's products and are of the opinion that, prima facie the prescribed accounts and records have been made and maintained to the extent applicable.
9. In our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Sales Tax, customs Duty, Excise Duty, Cess and other material statutory dues with the appropriate authorities and therefore no undisputed amounts payable in respect of these dues which remained outstanding as at 31st March 2014 for a period of more than six months from the date they become payable.
10. The Company has neither accumulated losses nor incurred cash losses, during the financial year ended on that date.
11. On the basis of the records examined by us and according to the information and explanation given to us the Company has not defaulted in repayment of dues to financial institutions and banks.

12. As explained to, the Company has not taken any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
13. The company is not a chit-fund or nidhi mutual benefit fund/society. Hence the provision of the clause 4(XIII) of the Companies (Auditors Report) Order 2003 is not applicable.
14. On the basis of our examination of the documents and records of the Company, the Company is not dealing in or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us and representation made by the Management, the Company has not given any guarantee for loans taken by others from any bank or financial institutions.
16. According to the information and explanations given to us and on an overall examination of financial statements of the Company and after placing reliance on the reasonable assumption made by the Company for clarification of long term and short term usage of funds, we are of the opinion and report that the funds raised on short term basis have not been used for long term investment and vice versa.
17. The Company has not made any preferential allotment of shares
18. On the basis of records and documents examined by us, the Company has not issued any secured debentures during the period.
19. During the period covered by our audit report, the Company has not raised any money by public issue.
20. According to information and explanations given to us and to the best of our knowledge and belief, no fraud on or by the Company, has been noticed or reported by the Company during the period.

For and on behalf of
R K Chaudhary & Associates
CHARTERED ACCOUNTANTS

Mumbai:
Date: 7th May 2014

R K CHAUDHARY
Proprietor
C A Regn No 35487

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars
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 Thane and Corporate office at 701 Palm Spring, Link Road, Malad West, Mumbai 400064, Maharashtra.
2	Significant accounting policies The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those having significant uncertainties.
2.1	Basis of accounting and preparation of financial statements The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
2.2	Use of estimates The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.
2.3	Inventories Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.
2.4	Cash and cash equivalents (for purposes of Cash Flow Statement) Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
2.5	Cash flow statement Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
2.6	Depreciation and amortization Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under: Vehicles - 4 years Computers and data processing equipments - 4 years Assets costing less than ` 5,000 each are fully depreciated in the year of capitalization The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern.

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars
2.7	<p>Revenue recognition</p> <p><u>Sale of goods</u> Revenues / Income and Cost /Expenditure are generally accounted on accrual basis as they are earned or incurred. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.</p>
2.8	<p>Other income</p> <p>Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.</p>
2.9	<p>Tangible fixed assets</p> <p>Fixed assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.</p> <p>Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.</p> <p>The Company till date has not revalued it assets.</p> <p>Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately in the Balance Sheet.</p> <p><u>Capital work-in-progress:</u> Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.</p>
2.11	<p>Foreign currency transactions and translations</p> <p><u>Initial recognition</u> 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.</p> <p><u>Measurement of foreign currency monetary items at the Balance Sheet date</u> 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.</p> <p><u>Treatment of exchange differences</u> 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 exchange differences on restatement / settlement of loans to non-integral foreign operations 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.</p>

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars
	<p><u>Accounting of forward contracts</u> 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. Refer Notes 2.23 for accounting for forward exchange contracts relating to firm commitments and highly probable forecast transactions.</p>
2.12	<p>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.</p>
2.13	<p>Investments 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.</p>
2.14	<p>Employee benefits Employee benefits include provident fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits. <u>Defined contribution plans</u> The Company's contribution to provident fund is considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made. <u>Defined benefit plans</u> Retirement Benefits to the employees will be accounted in the year of actual payment. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. these benefits includes performance incentives and compensated absences which are expected o occur within twelve months after the end of the period in which the employee renders the related service. the cost of such compensated absences is accounted as under: <u>Short-term employee benefits</u> The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under : (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and (b) in case of non-accumulating compensated absences, when the absences occur. <u>Long-term employee benefits</u> Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.</p>
2.15	<p>Borrowing costs Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.</p>

**HILTON METAL FORGING LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Note	Particulars
2.16	<p>Segment reporting</p> <p>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.</p> <p>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.</p> <p>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</p>
2.17	<p>Earnings per share</p> <p>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.</p>
2.18	<p>Taxes on income</p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.</p> <p>Current and deferred tax relating to items directly recognized in equity are recognized in equity and not in the Statement of Profit and Loss.</p>
2.19	<p>Research and development expenses</p> <p>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.</p>
2.20	<p>Joint venture operations</p> <p>The company doesn't have any joint venture.</p>

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars
2.21	<p>Impairment of assets</p> <p>The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.</p>
2.22	<p>Provisions and contingencies</p> <p>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.</p>
2.23	<p>Derivative contracts</p> <p>The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in "Accounting Standard 30 Financial Instruments: Recognition and Measurement". These forward contracts are stated at fair value at each reporting date. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognized in "Hedging reserve account" is immediately transferred to the Statement of Profit and Loss.</p>
2.24	<p>Share issues expenses</p> <p>Share issue expenses and per-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.</p>
2.25	<p>Insurance claims</p> <p>Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.</p>
2.26	<p>Service tax input credit</p> <p>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.</p>

**HILTON METAL FORGING LIMITED.
BALANCE SHEET AS AT 31ST MARCH 2014**

(Amount Rs. In lacs)

Particulars	Note No.	Figures As At the end of current reporting Period 31-3-2014	Figures As At the end of Previous reporting Period 31-3-2013
EQUITY AND LIABILITY			
Share Holders' Fund			
(a) Share Capital	3	1,244.30	1,244.30
(b) Reserves & Surplus	4	4,849.44	4,618.22
Share Application money pending Allotment			-
Non-current Liabilities			
(a) Long-term borrowings	5	88.75	88.75
(b) Other Long Term Borrowing		-	-
(b) Long Term Provisions		-	-
(c) Deferred tax liabilities (net)		561.74	524.51
Current Liabilities			
(a) Short-term borrowings	6	2,219.04	1,803.83
(b) Trade Payables	7	2,171.70	2,543.42
(c) Other Current Liabilities	8	55.02	16.62
(d) Short-term Provisions	9	153.12	146.97
TOTAL		11,343.12	10,986.62
ASSETS			
Non Current Assets			
(a) Fixed Assets	10		
(1) Tangible Assets		3,486.13	3,647.14
(2) Intangible Assets		-	-
(3) Capital Work In Progress		-	-
(b) Non-Current Investment		-	-
(d) Long-Term Loan and Advances	11	158.50	163.91
(e) Other non-current assets	12	143.51	191.34
Current Assets			
(a) Current Investments	13	0.51	0.51
(b) Inventories	14	3,806.42	3,446.35
(c) Trade Receivables	15	2,496.45	2,080.58
(d) Cash and Cash Equivalent	16	131.04	181.74
(e) Short term loans and Advances	17	1,120.56	1,275.05
(f) Other current assets			
TOTAL		11,343.11	10,986.62
see accompanying notes to the financial statements			

As per our report of even date
For R K Chaudhary & Associates
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

R K Chaudhary
Proprietor
M No : 35487 FRN NO 133512W

Yuvraj Malhotra
Chairman & Managing
Director

Navraj Malhotra
Whole Time
Director

Place: Mumbai
Date: 7- 5-2014

HILTON METAL FORGING LIMITED			
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2014			
(Amount Rs. In lacs)			
Particulars	Note No.	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Revenue from operations	18	12,999.30	15,680.86
Other Income	19	13.01	12.70
Total Revenue (I + II)		13,012.31	15,693.56
Expenses			
Cost of Material Consumed	20a	6,653.36	7,943.24
Purchase of Stock-in trade	20b	3,081.12	4,398.76
Change in inventories of finished goods, work-in progress	21	(226.83)	(141.64)
Employees Benefit Expenses	22	585.90	542.37
Finance Costs	23	213.82	377.22
Depreciation and Amortisation Expenses		205.45	199.15
Other Expenses	24	2,077.92	1,908.72
Total Expenses		12,590.74	15,227.83
Profit before exceptional and extraordinary items and tax (III - IV)		421.58	465.73
Exceptional Items		-	-
Profit before extraordinary items and tax (V-VI)		421.58	465.73
Extraordinary Items		-	-
Profit Before Tax (VII-VIII)		421.58	465.73
Tax Expenses			
(1) Current Tax		80.33	88.74
(2) Deferred Tax		37.23	58.05
Profit (Loss) for the period from continuing operations (VII-VIII)		304.02	318.95
Profit/(Loss) from Discontinuing Operations		-	-
Tax Expenses from Discontinuing Operations		-	-
Profit/(Loss) from Discontinuing expenses (after tax (XII-XIII))		-	-
Profit/(Loss) for the period (XI+XIV)		304.02	318.95
Earning per equity share:			
(1) Basic		2.44	2.56
(2) Diluted		2.44	2.56
See accompanying notes to 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			
R K Chaudhary Proprietor M No : 35487 FRN No 133512W		Yuvraj Malhotra Chairman & Managing Director	Navraj Malhotra Whole Time Director
Place: Mumbai			
Date: 7-5-2014			

HILTON METAL FORGING LIMITED				
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014				
(Amount Rs. In lacs)				
Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		421.58		465.73
<i>Adjustments for:</i>				
Depreciation and amortization		253.28		246.99
Finance costs		213.82		377.22
Interest income		12.96		10.95
Dividend income		0.05		0.10
		875.67		1,078.89
Operating profit / (loss) before working capital changes		-		-
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	(360.06)		(895.91)	
Trade receivables	(415.87)		730.66	
Short-term loans and advances	154.49		605.58	
Long-term loans and advances	5.41		8.04	
Other current assets				
Other non-current assets		(616.04)		448.37
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(509.76)		(471.55)	
Other current liabilities	38.40		18.59	
Other long-term liabilities				
Short-term provisions	6.15		(60.39)	
Long-term provisions				
		(465.20)		(513.35)
Cash flow from extraordinary items				
Cash generated from operations		(205.57)		1,013.91
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		(205.57)		1,013.91
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances		(44.98)		(9.00)
Interest received				
- Others		12.96		10.95
Dividend received		0.05		
- Others				0.10
Net cash flow from / (used in) investing activities (B)		(31.97)		2.05

HILTON METAL FORGING LIMITED				
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014				
(Amount Rs. In lacs)				
Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Net increase / (decrease) in working capital borrowings		415.21		(549.65)
Finance cost		(213.82)		(377.22)
Dividends paid				
Tax on dividend				
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		201.39		(926.87)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(36.14)		89.09
Cash and cash equivalents at the beginning of the year		181.74		92.65
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year		145.60		181.74
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 19)		131.04		181.74
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements (give details)				
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 19				
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments)				
Cash and cash equivalents at the end of the year*		131.04		181.74
*Comprises:				
(a) Cash on hand		13.95		9.13
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts		28.35		60.54
(ii) In EEFC accounts		6.42		5.77
(iii) In deposit accounts with original maturity of less than 3 months		79.25		103.23
(iv) In earmarked accounts (give details) (Refer Note (ii) below)				
(d) Others (specify nature)		3.08		3.08
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)				
		131.04		181.74
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 utilised 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			Yuvraj Malhotra	Navraj Malhotra
CHARTERED ACCOUNTANTS			Chairman & Managing	Whole Time
			Director	Director
R K Chaudhary				
Proprietor				
M No : 35487 FRN No 133512W				
Place: Mumbai				
Date: 7-5-2014				

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

	As at 31-3-2014		As at 31-3-2013	
	Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
NOTE 3 : SHARE CAPITAL				
AUTHORISED				
Equity shares of Rs 10 each with voting rights	15000000	1,500.00	15000000	1,500.00
ISSUED				
Equity shares of Rs 10 each with voting rights	12443016	1,244.30	12443016	1,244.30
SUBSCRIBED AND FULLY PAID UP				
Equity shares of Rs 10 each with voting rights	12443016	1,244.30	12443016	1,244.30
		1,244.30		1,244.30

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 2014		Year Ended March 2014	
	12443016	1244.30	12443016	1244.30

during the period under reporting no fresh issues on account of fresh issues, bonus, ESOP, conversion of buyback has taken place.

Details of rights, preferences 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 31-3-2014		As at 31-3-2013	
	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	5570114	44.76%	5527874	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.

	As at 31-3-2014	As at 31-3-2013
NOTE 4 : RESERVES AND SURPLUS		
(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	455.00	385.00
Add : Transferred from surplus statement of Profit and Loss	70.00	70.00
Closing Balance	525.00	455.00
(c) Surplus /(deficit) in statement of Profit and Loss		
Opening Balance	801.41	610.71
Add Profit/(Loss) for the year	304.02	318.93
Less : Interim Dividend		
Dividend Proposed to be distributed to equity Share holders (Rs 0.40 per share)	62.22	49.77
Tax on Dividend Distribution	10.58	8.46
Transferred to General Reserve	70.00	70.00
Closing Balance	962.63	801.41
Total	4849.44	4618.22

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENT

As at 31-3-2014 As at 31-3-2013

NOTE 5 : LONG TERM BORROWINGS

(a) Deferred Payment Liabilities		
Sales Tax - MVAT Liability	88.75	88.75
	<u>88.75</u>	<u>88.75</u>

Details of terms of repayment for the long term borrowings and security provided in respect of. Sales Tax - MVAT Liability - Differed repayable in 5 yearly installments from 11th Year from 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	1757.61	1397.92
(ii) Bills Negotiation	31.67	0.00
(iii) Cash Credit	420.54	405.91
(iv) Vehicle Loan	9.21	0.00
	<u>2219.04</u>	<u>1803.83</u>

(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	1044.30	782.66
(ii) Bills Negotiation	31.67	0.00
(iii) Cash Credit	238.55	223.37
State bank of India _ Empire House Fort Br		
(i) Packing Credit Advance	713.31	615.28
(ii) Bills Negotiation	0.00	0.00
(iii) Cash Credit	182.00	182.35

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

Axis Bank Limited

Vehicle Loan	9.21	0.00
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(secured against Vehicle purchased out of the finance)

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	1391.03	971.56
(2) For Expenses	495.82	402.38
(3) Others	284.85	1169.49
	<u>2171.70</u>	<u>2543.42</u>

NOTE 8 : Other Current Liabilities

(b) Other Current Liabilities

(1) Income Received in advance	21.62	3.53
(2) Other Current Liabilities	27.10	5.25
(3) Statutory Dues	6.30	7.84
	<u>55.02</u>	<u>16.62</u>

(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 Employees benefits	-	-
(b) Provisions for Others		
Provisions for Tax (MAT)	80.33	88.74
Provisions for proposed Dividend & Tax There on	72.79	58.23
	<u>153.12</u>	<u>146.97</u>

HILTON METAL FORGINGS LIMITED											
NOTE: 10 FIXED ASSETS											
Particulars	<----- GROSS BLOCK ----->					<----- DEPRECIATION ----->				< -NET BLOCK ->	
	1/4/2013	Additions 1st half	Additions 2nd half	reduction during the year	31/3/2014	up to 1-4-2013	For the Year	as on 31-3-2014	as on 31/3/2013		
A. TANGIBLE ASSETS											
Land (See Note No XVI-B/3)	13759150	0	0		13759150	0	0	0	13759150		13759150
Building and Shed	68429170	0	0		68429170	11640075	2285534	13925609	54503561		56789095
Staff Quarters	10645940	0	0		10645940	1578043	355574	1933617	8712323		9067897
Plant and Machinery	341268362	1073322	1337600		343679284	81416785	16259094	97675879	246003405		259851577
Office Equipments	1989417	69000	1386000		3444417	421944	109287	531231	2913186		1567473
Designs & Drawings	67990	0	0		67990	6598	2465	9063	58927		61392
Office Premises	8897607	0	0		8897607	0	0	0	8897607		8897607
Electrical Installation	8705986	0	100000		8805986	2325707	413638	2739345	6066641		6380279
Computer System	2701533	406474	31106		3139113	1172116	444544	1616660	1522453		1529417
Furniture & Fixtures	7595629	0	0		7595629	2638258	480803	3119061	4476568		4957371
Vehicles	2202606	40121	0		2242727	349996	193757	543753	1698974		1852610
Total	466263391	1588917	2854706		470707014	101549523	20544696	122094218	348612795		364713868
WIP Machinery		0	0		0	0	0	0	0		0
WIP Building		0	0		0	0	0	0	0		0
WIP Furnitures (Office)		0	0		0	0	0	0	0		0
Total Assets	466263391	1588917	2854706		470707014	101549523	20544696	122094218	348612795		364713868

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

	As at 31-3-2014	As at 31-3-2013
NOTE 11 : Long Term Loans and Advances		
(a) Capital Advance	5.15	9.80
(B) Security Deposit	28.36	29.11
(i) Other Loans and Advances	125.00	125.00
	<u>158.50</u>	<u>163.91</u>
NOTE 12 : Other non-current assets		
Unamortized Expenses		
(i) Public Issue and Pre - Operative Expenses	143.51	191.34
	<u>143.51</u>	<u>191.34</u>
NOTE 13 : Current Investments		
Equity Shares of Saraswat Co Op Bank Ltd	0.51	0.51
(unquoted - Membership shares)	<u>0.51</u>	<u>0.51</u>
NOTE 14 : Inventories		
(a) Raw material	780.10	582.39
(b) Semi Finished Goods	1220.03	1301.13
(c) Cut Billets	750.86	338.41
(d) Finished Goods	167.98	254.74
(e) Stores & Spares and Consumables	71.36	68.74
(f) Dies and Tools at Cost	782.61	847.09
(g) Scrap	33.48	53.86
	<u>3806.42</u>	<u>3446.35</u>
NOTE 15 : Trade Receivable		
Trade Receivable		
(Unsecured considered good)		
Trade Receivable Outstanding for a period exceeding six months	430.96	42.97
Other Trade Receivable	2065.49	2037.61
un-Secured Considered Good	<u>2496.45</u>	<u>2080.58</u>
NOTE 16 : Cash and Cash Equivalents		
(a) Cash on Hand	13.95	9.13
(b) Cheques Drafts on Hand	0.00	0.00
(c) Balance with Banks		
in Current Accounts	28.35	60.54
in EEFC accounts	6.42	5.77
in Deposit Accounts (Margin Money)	79.25	103.23
in earmarked Accounts		
un paid dividend account	3.08	3.08
	<u>131.04</u>	<u>181.73</u>

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENT

As at 31-3-2014 As at 31-3-2013

NOTE 17 : Short Term Loans and Advance

(a) Loans and Advances to Employee	0.97	4.20
(b) Pre Paid Expenses	36.35	14.72
(c) Advance Income Tax	88.51	93.68
(d) MAT Credit Entitlement	75.56	47.21
(e) Balance with Government Authorities	661.45	560.49
(f) Other Loans and Advances	257.72	554.75
	1,120.56	1,275.05

NOTE 18 : Revenue from Operations

Sales of Products (net of Returns, rebates etc)	7700.98	8585.44
Sales thru Trading Activity	3152.39	4491.50
Sales of Services (Refer Note ii Below)	211.33	231.53
Other Operating Revenues (Refer Note III Below)	1934.60	2372.40
	12999.30	15680.86

Sales of Product Comprises:

Manufactured Goods		
Seamless Stub Ends	994.16	1782.20
S S Flanges	5143.23	5603.04
S S Forging	1295.71	593.10
C S Forgings	241.03	607.10
Others	39.19	0.00
Total - Sales thru Manufacturing Activity	7713.32	8585.44

Traded goods

Sales thru Trading Activity	3152.39	4491.50
-----------------------------	----------------	---------

Total - Sales thru Trading Activity	3152.39	4491.50
-------------------------------------	----------------	---------

Total - Sales of products	10865.71	13076.94
---------------------------	-----------------	----------

Sales of services comprises

Labour Charges	211.33	231.53
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Other Operational Revenue comprises

Sales of scrap	1739.14	2109.83
Export Incentives	195.46	262.57
	1934.60	2372.40

NOTE 19 : Other Income

Interest Income (from bank on Deposits)	12.96	10.95
Dividend Received	0.05	0.10
Other Non-operating Income	0.00	1.65
	13.01	12.70

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENT

NOTE 20.a : Cost of Material Consumed	As at 31-3-2014	As at 31-3-2013
Opening Stock	582.39	1585.62
Add: Cost of Purchase	7008.34	7099.41
	0.00	
	7590.73	8685.03
Less: Sales	157.27	159.40
	7433.46	8525.63
Less: Closing stock	780.10	582.39
	6653.36	7943.24
Raw Material Consumed comprises		
Grade 304 L and equivalent	2108.30	2410.91
Grade 316 L and Equivalent	4234.39	4959.45
Grade A 105 and equivalent	89.50	284.81
Others	221.17	288.07
	6653.36	7943.24
NOTE 20.b : Purchase of Traded goods		
Various Items	3081.12	4398.76
	3081.12	4398.76
NOTE 21 : Change in Inventories		
Work-in-progress and stock in trade		
Closing Stock		
Semi finished Goods	1220.03	1301.13
Cut Billets	750.86	338.41
Finished Goods	167.98	254.74
scrap	33.48	53.86
Stores& Fuel	71.36	68.74
	2243.71	2016.88
Less: Opening Stock		
Semi finished Goods	1301.13	1068.24
Cut Billets	338.41	0.00
Finished Goods	254.74	415.41
Scrap	53.86	326.82
Stores& Fuel	68.74	64.77
	2016.88	1875.24
Net (Increase)/Decrease	-226.83	-141.64
NOTE 22 : Employees benefits Expenses		
Employees Benefit Expenses		
Salary, Wages & Bonus	494.87	437.17
Remuneration to Directors	55.50	73.78
Contribution to Provident Fund	5.57	5.21
Gratuity	1.13	0.22
Welfare Expenses	28.83	25.99
	585.90	542.37
NOTE 23 : Finance Costs		
Interest Expenses on		
1. Borrowings	212.65	292.72
2. Trade payable	1.17	84.50
	213.82	377.22

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENT

NOTE 24 : Other Expenses	As at 31-3-2014	As at 31-3-2013
Stores & Spares Consumed	262.59	266.90
Packing Material Consumed	82.35	59.40
Die consumed	109.12	84.50
Exchange Difference	39.94	0.00
Sub- contracting	54.95	62.60
Power & Fuel	803.68	783.25
Water Charges	7.54	8.81
Repairs & Maintenance _ Machines	85.20	79.33
Insurance Charges - plant	4.29	1.50
Rent, Rates & Taxes	11.42	17.71
Communication	9.50	8.37
Traveling & Conveyance	67.31	53.39
Printing and Stationery	2.80	2.08
Freight & Forwarding Charges	232.82	216.98
Advertisement & Sales Promotions	37.15	29.76
Legal & Professional Charges	37.77	25.00
Auditors Remuneration	4.21	4.21
General expenses	225.28	204.93
	2077.92	1908.72

NOTE : 25 Auditors Remunerations

(i) Payment to the auditors comprises (net of service tax credit where applicable)

As auditors - statutory audit	3.09	3.09
for Taxation matters	0.84	0.84
For company Law Matters	0.17	0.17
for Other services	0.11	0.11
Total Rs.	4.21	4.21

Additional Information to financial Statement:

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

(i) **Contingent Liability**

(a) Claims against the company not acknowledge as debt MSEDCL has raised assessment bill for Rs 4,09,86,435/- U/s 135 of Electricity Act, 2003 alleging tampering with meter, which has been challenged in MSED Court Thane. The Honorable court while admitting the petition, ordered to Deposit of Rs 50 Lacs, pending disposal of petition.	409.86	409.86
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(ii) **Commitments**

**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

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENT

	As at 31-3-2014	As at 31-3-2013
NOTE 27 :Earnings and Expenditure in foreign currency		
Export of goods calculated on FOB Basis	7408.87	7842.55
Expenditure in Foreign Currency		
Other Matters	74.14	40.89
Amounts remitted in foreign currency during the year on account of Dividend		
Amount remitted in foreign currency	37500	37500
Total Number of share holders	1	1
Total Number of shares held by them on which dividend was due	150000	150000
Year to which the dividend relates	2012-13	2011-12

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	
Relatives to KMP	Mrs Diksha Malhotra Miss yashika Malhotra	
Remuneration to KMP		
Yuvraj Malhotra	30.00	60.00
Navraj Malhotra	21.18	9.00
Salary to Relative of KMP		
Mrs Diksha Malhotra	30.00	9.00
Miss Yashika Malhotra	3.30	3.00

HILTON METAL FORGING LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENT

As at 31-3-2014 As at 31-3-2013

Note : 30 Earning per Share

Basic

Continuing Operations

Net profit/(loss) for the year from continuing operations	304.02	318.93
Less preference Dividend and Tax thereon	0.00	0.00
Net profit/(loss) for the year from continuing operations attributable to the Equity Share Holders	304.02	318.93
Weighted average number of equity shares for basic EPS	12443016	12443016
Weighted average number of equity shares for Diluted EPS	12443016	12443016
par value per shares		
Earning per shares from continuing operations	2.44	2.56

Note : 31 Deferred Tax Liability

Tax effect of items constituting deferred tax liability on difference between book balance and tax balance of fixed assets	11060607	17246492
Tax effect of items constituting deferred tax liability	3723000	5805169
Net Deferred Tax (Liability) / assets	37.23	58.05
Balance Brought forward	524.51	466.46
Net deferred Tax Liability	561.74	524.51

As per our report of even date

For and on behalf of the Board of Directors

For R K Chaudhary & Associates
CHARTERED ACCOUNTANTS

Yuvraj Malhotra
Chairman & Managing
Director

Navraj Malhotra
Whole Time
Director

R K Chaudhary
Proprietor
M No : 35487 FRN No 133512W
Place: Mumbai
Date:7-5-2014

**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]

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: _____

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

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at NINTH ANNUAL GENERAL MEETING of the Hilton Metal Forging Limited, held on Tuesday, 30th day of September, 2014 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: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of the Annual Report to 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

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 _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on the 27th Day of September, 2014 at 4 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:

Resolution no.	Ordinary Business	For	Against
1	Receive, consider and adopt the audited Balance Sheet as at 31 st March, 2014 and the profit & loss account for the year ended on that date along with the schedules thereon and the Reports of the Directors and Auditors thereon.		
2	Declaration of dividend.		
3	Appointment of M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai as Statutory Auditors,		
	SPECIAL BUSINESS		
4	Consent to change the designation of Mr. Joseph W Mckay as Non-Executive Director		
5	Consent to change the terms of appointment of Mr. Navraj Malhotra to make him liable to retire by rotation		
6	Consent to approve payment of remuneration to Yuvraj Malhotra as Chairman & Managing Director		
7	Appointment of Mr. Harmohindarsingh Dhingra as an Independent Director		
8	Appointment of Mr. Manoj Kumar More as an Independent Director		
9	Appointment of Mr. Sanjay S Jain as an Independent Director		
10	Appointment of Mr. Navin C Choksi as an Independent Director		
11	Ratification of remuneration of the Cost Auditor for the financial year ending 31st March, 2015		
12	Consent and authority of Board of Directors to avail loan and create charge on the assets of the company.		
13	Consent and authority of Board of Directors to create charge on the assets of the company.		

Signed this _____ day of _____ 2014

Signature of shareholder _____

Signature of Proxy holder(s) _____

(first proxy holder) (second proxy holder) (third proxy holder)

Affix
Revenue
stamp not
less than
Re 1

NOTES:

- This form of proxy in order to be effective should be duly completed 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.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.



HILTON METAL FORGING LIMITED

CIN : L28900MH2005PLC154986

Registered Office : Regd. Office: 701, Palm Spring, Link Road, Malad (West) Mumbai-400064
Email: secretarial@hiltonmetal.com; Phn No: 022-4042 6565

E-mail Registration-Cum-Consent Form

To,

The Company Secretary,

701, Palm Spring, Link Road,

Malad (West) Mumbai-400064

Email: secretarial@hiltonmetal.com;

Phn No: 022-4042 6565

I/ we the members of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No.	:	DP – ID	:	Client ID	:
Name of the Registered Holder (1 st)		:			
		:			
Name of the joint holder(s)		:			
		:			
Registered Address		:			
		:			
		Pin:			
Mobile Nos. (to be registered)		:			
E-mail Id (to be registered)		:			

Signature of the Shareholder(s)*

* Signature of all the shareholders is required in case of joint holding.



if undelivered please return to:

Corporate office:

HILTON METAL FORGING LTD.

701, Palm Spring, Palmcut Complex,

Link Road, Malad (West) Mumbai - 400 064.

Email: hiltonforge@vsnl.com Web: www.hmtl.co.in