



Hilton Metal Forging Ltd. TM

GOVT. RECOGNIZED EXPORT HOUSE

CIN : L 28900 MH 2005 PLC 154986

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



Certificate : 44 100 021868-E3



TEL. : 91 - 22- 4042 6565
FAX : 91 - 22 - 4042 6566
E-MAIL : info@hiltonmetal.com
VISIT US AT : www.hiltonmetal.com

Date: 10.07.2015

To
Department of Corporate Relations
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai- 400001

**Sub: Compliance of clause 49 of the
Listing Agreement (Company Code No 532847)**

Sir,

With reference to the above subject please find enclosed herewith the following

- 1 Quarterly Compliance Report on Corporate Governance in terms of Clause 49 of the Listing Agreement for the quarter ended 30th June , 2015

Kindly acknowledge receipt and take above on record.

Yours truly,
For Hilton Metal Forging Limited

Authorised Signatory

Encl; a/a

CC : Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E) Mumbai – 400051

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE IN TERMS OF CLAUSE 49 OF LISTING AGREEMENT FOR THE QUARTER ENDED 30th June, 2015 OF HILTON METAL FORGING LIMITED

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| II. Board of Directors | 49 II | | |
| (A) Composition of Board | 49 II A | Yes | - |
| (B) Independent Directors | 49 II B | Yes | |
| (C) Non-executive Director compensation & disclosures | 49 II C | Yes | - |
| (D) Other provisions as to Board and Committees | 49 D | Yes | - |
| (E) Code of Conduct | 49 E | Yes | - |
| (F) Whistle Blower Policy | 49 F | Yes | - |
| | | | |
| III. Audit Committee | 49 III | | |
| (A) Qualified & Independent Audit Committee | 49 III A | Yes | - |
| (B) Meeting of Audit Committee | 49 III B | Yes | - |
| (C) Powers of Audit Committee | 49 III C | Yes | - |
| (D) Role of Audit Committee | 49 III D | Yes | - |
| (E) Review of Information by Audit Committee | 49 III E | Yes | - |
| | | | |
| IV. Nomination and Remuneration Committee | 49 IV | Yes | |
| | | | |
| V. Subsidiary Companies | 49 (III) | Yes | - |
| | | | |
| VI. Risk Management | 49 VI | Yes | The Company has put in place a corporate risk management framework. |
| | | | |
| VII. Related Party Transaction | 49 VII | Yes | |
| | | | |
| VIII. Disclosure | 49 VIII | | |
| (A) Related party transaction | 49 VIII A | Yes | Will be complied in the ensuing Annual Report for the year 2014-2015. |
| (B) Disclosure of Accounting Treatment | 49 VIII B | NA | - |
| (C) Remuneration of Directors | 49 VIII C | Yes | Will be complied in the ensuing Annual Report for the year 2014-2015. |
| | | | |

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| (D) Management | 49 VIII D | Yes | Will be complied in the ensuing Annual Report for the year 2014-2015. |
| (E) Shareholders | 49 VIII E | Yes | Will be complied in the ensuing Annual Report for the year 2014-2015. |
| (F) Proceeds from Public Issue, Rights Issues, Preferential Issues, etc | 49VIII I | NA | - |
| IX. CEO/CFO Certificate | 49 IX | Yes | Will be complied in the ensuing Annual Report for the year 2014-2015.- |
| X. Report on Corporate Governance | 49 X | Yes | Will be complied in the ensuing Annual Report for the year 2014-2015. |
| XI. Compliance | 49 XI | Yes | Will be complied in the ensuing Annual Report for the year 2014-2015. |

For Hilton Metal Forging Limited



Authorised Signatory