

# *H. P. Sanghvi & Company*

## *Company Secretaries*

401, K Building, Walchand Hirachand Road, Ballrad Estate, Fort, Mumbai- 400 001  
Phone: 022-4002 1712 – 022-3294 6465: e-mail: hpsanghivico@gmail.com

The Chairman  
11<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**Hilton Metal Forging Limited**

Held on the 28<sup>th</sup> September, 2016 at 701 Palm Spring, Link Road, Malad (West),  
Mumbai-400064 at 04.00 P.M

Dear Sir,

**Re: Consolidated Report on voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies ( Management and Administration) Rules, 2014 (as amended)**

1. I, Haresh Sanghvi of H P Sanghvi & Co., Company Secretaries in practice, Mumbai, has been appointed by the Board of Directors of **Hilton Metal Forging Limited** (“the Company”) at its meeting held on 5<sup>th</sup> August, 2016 for the purpose of:
  - i. Scrutinizing the e-voting process under the provisions of section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014;
  - ii. Scrutinizing the voting through ballot forms received in lieu of e-voting; and
  - iii. Voting through Ballot paper under the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the rules

on the resolutions contained in the Notice of the 11<sup>th</sup> Annual General Meeting (AGM) of the Equity shareholders of the Company held on the 28<sup>th</sup> September, 2016 at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064 at 04.00 P.M.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting and voting by Ballot papers on the resolution contained in the notice of 11<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process, voting through ballot forms received in lieu of e-voting and voting by Ballot papers at the AGM are restricted to ensure that the voting process by e-voting, voting through ballot forms received in lieu of e-voting and voting by Ballot papers are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report of the total votes cast "in favour" or "Against" to the Chairman of the AGM on the resolutions, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), an agency appointed by the Company to provide e-voting facilities and the report generated on voting through ballot forms received in lieu of e-voting and voting by Ballot papers at the AGM.



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- I have issued separate Scrutinizer's report dated 30<sup>th</sup> September, 2016 for the remote e-voting, voting through ballot forms received in lieu of e-voting and on the voting by Ballot papers at the AGM on the resolutions contained in the Notice of the AGM.
- I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting by Ballot papers at the AGM as under:

**Item No. 1: Adoption of the Audited Financial Statement and Reports thereon for the year ended March 31, 2016 and Audited Consolidated Financial Statements for the year ended March 31, 2016**

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	29	1032493	33	1034033	99.99
Dissent	2	110	-	-	-	-	2	110	0.01
Invalid Votes / Abstained from voting	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.

**Item No. 2: Re-appointment of Mrs. Diksha Malhotra as Director who retires by rotation**

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	24	1541	28	3081	96.55
Dissent	2	110	-	-	-	-	2	110	3.45
Invalid Votes / Abstained from voting	-	-	-	-	6	1030977	6	1030977	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.



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## Item No. 3: Ratification of Appointment of M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai and to fix their remuneration.

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	29	1032493	33	1034033	99.99
Dissent	2	110	-	-	-	-	2	110	0.01
Invalid Votes / Abstained from voting	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.

## Item No. 4: Ratification of remuneration of Cost Auditors for F.Y.16-17.

Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	4	1540	-	-	29	1032493	33	1034033	99.99
Dissent	2	110	-	-	-	-	2	110	0.01
Invalid Votes / Abstained from voting	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.



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## Item No. 5: Appointment of Mr. Rajiv Sushil Verma as an Independent Director of the Company for the period of five year.

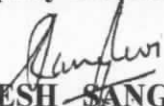
Particulars	Remote E-Votes		Voting through ballot forms received in lieu of e-voting		Voting at AGM		Total		%
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	4	1540	-	-	29	1032493	33	1034033	99.99
<b>Dissent</b>	2	110	-	-	-	-	2	110	0.01
<b>Invalid Votes / Abstained from voting</b>	-	-	-	-	1	25	1	25	-
<b>Total</b>	<b>6</b>	<b>1650</b>	<b>-</b>	<b>-</b>	<b>30</b>	<b>1032518</b>	<b>35</b>	<b>1034143</b>	<b>100.00</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 5 of the Notice of the 11th AGM dated 5th August, 2016 has been carried with requisite majority.

5. I hereby confirm that I am maintaining the registers received from the service providers both electronically / manually, in respect of the votes cast through e-voting and voting by Ballot papers at the AGM by the shareholders of the Company. I shall be arranging to handover this record to the Director authorized by the Board for safe keeping.

**H. P. SANGHVI & COMPANY**  
Practising Company Secretaries



  
**HAREESH SANGHVI**  
Proprietor  
CoP No. 3675/ FCS 2259

Place: Mumbai

Date : 30th September, 2016