

HILTON METAL FORGING LIMITED

CIN No. L28900MH2005PLC154986

Registered Office: 701, Palm Spring , Palm Court Complex, Link road, Malad (West) Mumbai 400064:

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on Friday, 16th November, 2018 At 10.00 A.M. at the Corporate office of the company at 204, Tanishka Commercial Building, Akurli Road, Kandivali (East), Mumbai- 400101 transact the following business:

Special Business

1. To consider, and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of section 42, 62(1)(c), 71 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force)(the “Act”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India, (SEBI), the uniform listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “Stock Exchange(s)”), and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (the “SEBI”), the Ministry of Corporate Affairs, the Stock Exchange(s), and or any other competent regulatory authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise any of its power including the power conferred by this resolution) the consent, authority, sanction and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis upto 2,00,000 (Two Lakh) 6% Optionally Convertible Debenture (OCD”) of ₹ 1,000 (Rupees One thousand only) each for cash for an aggregating amount up to ₹ 20,00,00,000!- (Rupees Twenty Crores only) to Balu Forge Private Limited (hereinafter referred to as the “Debenture holder”). AND THAT each such OCD may be converted at the option of Debenture holder within a time frame of not exceeding 18 months from the date of allotment into one fully paid up Equity shares of ₹10/- each of the Company at a price of ₹ 60/- (including premium of ₹ 50/-) per share being the price which is higher than the price of ₹ **26.60** which is being computed in accordance with the price determined as per Regulation 76 under Chapter VII of the SEBI ICDR Regulations or shall be redeemed in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion in accordance with the provisions of applicable laws and regulations including the provisions of Chapter VII of the SEBI (ICDR) Regulations and Companies Act.

RESOLVED FURTHER THAT the Relevant Date, as per Chapter VII of the SEBI (ICDR) Regulations for the determination of issue price of Equity shares post conversion of OCDs is 17th October 2018 being the date which is 30(thirty) days prior to the date of this Extra Ordinary General Meeting i.e. 16th November 2018

RESOLVED FURTHER THAT without prejudice to the generality of the above, the OCDs shall be issued on the following terms:

- i) That the equity shares to be so allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- ii) That the Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues

- (iii) That the OCDs shall be unsecured;
- (iv) That the proposed allotment of OCDs of ₹1000 (One thousand) each is for cash and entire amount is payable to the company on or before allotment
- (v) That the OCDs shall be converted into the Equity Shares at the option of the OCD holder within a period of 18 (eighteen) months from the date of allotment or shall be redeemed at par and no Premium shall be payable on Redemption of OCDs .
- (vi) That no Fractional share shall be issued by the company.
- (vii) That the said OCDs are restricted for sale or transfer without the written consent of the Company
- (viii) That the OCDs shall carry simple interest @ 6% p.a. payable on yearly basis and shall be accumulated upto the Conversion or Redemption date. The Liability of the Interest shall be discharged by issue of Equity shares at a price of ₹ 60/- (including premium of ₹ 50/-) per Equity Share or the price calculated in accordance with Regulation 76 of the SEBI Regulations whichever is higher then.
- (ix) That the OCDs by themselves do not give to the holder thereof any rights of a shareholder of the Company;
- (x) That the number of Equity Shares that each OCD converts into and the price per Equity Share upon conversion of each OCD shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring;
- (xi) That the converted shares of OCD holder shall also be entitled to any future bonus fright issues of Equity Shares or other securities convertible into Equity Shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being; and
- (xii) That the converted shares shall rank pari-passu with the then existing equity shares of the Company in all respects, including as to dividend.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT where Proposed Allottees exercises the conversion option, each OCDs shall be converted into I (one) Equity Share of the Company at a conversion price of ₹ 60 /- (including premium of ₹ 50/-) per share being the price which is higher than the price of ₹ 26.60 which is being computed in accordance with the price determined as per Regulation 76 under Chapter VII of the SEBI ICDR Regulations

RESOLVED FURTHER THAT in pursuance of the above, the Equity Shares to be issued and allotted pursuant to the conversion of the OCDs:

- i) shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- ii) shall rank pari passu with the existing Equity Shares in all respects subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable laws and regulations;

RESOLVED FURTHER THAT OCDs to be issued shall be unsecured

RESOLVED FURTHER THAT in case the Proposed Debenture holder does not choose to exercise the conversion option before the expiry of 18 (Eighteen) months, the OCDs held by the Proposed Debenture holder will be compulsorily redeemed by the Company in accordance with the terms of issue .

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things including without limitation, effecting any modification to the terms of the issue, to execute any agreements or other instruments, to settle any questions or difficulties that may arise, appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required and to take such actions or give such directions as the Board in its absolute discretion deem fit desirable, necessary for the Preferential Issue of the OCDs without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolution to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

2 To consider, and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of other laws, rules, regulations and guidelines, and provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to create issue and allot such number of Equity shares of ₹ 10/- each at a price of ₹ 60/- (including premium of ₹ 50/-) per Equity Share or the price calculated in accordance with Regulation 76 of the SEBI Regulations whichever is higher at the time of issue of Equity Shares towards interest liabilities on OCD of ₹ 20,00,00,000/- on such conditions deemed appropriate by the Board in accordance with provisions of SEBI Regulations or other applicable laws in this regards

RESOLVED FURTHER THAT the Equity Shares to be so allotted on accrued cumulative interest liability shall be subject to applicable laws, rules and regulations for the time being in force at the relevant time

RESOLVED FURTHER THAT for the purpose of giving effect to this Special Resolution as per the provisions of the Companies Act, 2013, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for the purpose of issuing and allotting Equity Shares upon conversion of accumulated interest on OCDs, and to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or Company Secretary or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY SO APPOINTED SHALL BE ENTITLED TO VOTE ONLY ON A POLL. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE FORTY EIGHT HOURS OF THE COMMENCEMENT OF THE MEETING.
3. AN EXPLANATORY STATEMENT RELATING TO THE BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.
4. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE EXPLANATORY STATEMENT ARE OPEN FOR INSPECTION AT THE CORPORATE OFFICE OF THE COMPANY DURING OFFICE HOURS UP TO THE DATE OF THE EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 102(3).
5. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 9th NOVEMBER, 2018 TO 16TH NOVEMBER, 2018 (BOTH DATES INCLUSIVE).

6. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE EXTRAORDINARY GENERAL MEETING ARE ADVISED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING.
7. Any person, who acquires share of the company and has become the member of the Company after dispatch of the notice of the EGM and holds shares as of the cut- off date i.e. 19th October, 2018 may obtain the sequence Number by sending a request to info@hiltonmetal.com or alternatively may obtain the login ID and password by sending a request at helpdesk.evoting@cDSLindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evotingindia.com.
8. A Member may participate in the EGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again in the EGM. Members who are holding Company’s Shares in dematerialized form are requested to bring details of their **DP and Client ID numbers** for identification at the meeting
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
- 11. Voting through electronic means:** In compliance of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide facility to exercise their rights to vote at the Extra General Meeting (EGM) by electronic means and the business may be transacted through Remote e-voting Service provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting begins on 13th November,2018 at 09.00 AM and ends on 15th November, 2018 at 05.00 PM, during this period shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut off date 9th November,2018 may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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.

For Members holding shares in Demat Form and Physical Form	
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 member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **HILTON METAL FORGING LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they / . have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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.

8. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.
9. Mr Haresh Sanghvi, Practising Company Secretary (Membership no. FCS 2259) having office at 303, 3rd Floor, K-Building, Walchand Hirachand Road, Bellard Estate, Fort, Mumbai- 400001, has been appointed as scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
10. The Scrutinizer shall after scrutinizing the votes cast at the EGM (Poll) and through remote e-voting not later than three days of conclusion of e-voting period and submit a consolidated Scrutinizer's report and submit to the Chairman or any other person authorized by Chairman. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.

By order of the Board of Directors

YUVRAJ MALHOTRA
MANAGING DIRECTOR
DIN: 00225156

**Registered Office: 701, Palm Spring,
Palmcourt Complex, Link Road,
Malad (West), Mumbai, Maharashtra, 400064
Email: info@hiltonmetal.com**

**Date: 17th October, 2018
Place: Mumbai**

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

Item No. 1 and 2

In conformity with the provisions of Sections 102 read with 42 and 62 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the following statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 17th October, 2018 and should be taken as forming part of the Notice

As per the provisions of Section 42, 62(1)(c) and 71 of the Companies Act, 2013 (“the Act”) and its rules thereunder, a Company offering or making an invitation to subscribe to 6% Optionally convertible debentures (6% **OCDs**) on a preferential allotment basis is required to obtain the prior approval of the Members by way of a Special Resolution. Accordingly, the Board of Directors of the Company at its meeting held on 17th October, 2018 has given consent, subject to approval of Members by way of Special Resolution to issue 2,00,000 6% **OCDs** of ₹ 1000/- (Rupees One thousand only) each, for an aggregate amount of ₹ 20,00,00,000/- (Rupees Twenty Crores Only) on preferential allotment basis to M/s. Balu Forge Private Limited (hereinafter referred to as the “Debenture holder”),

The following details of the proposed preferential issue of the Debentures are disclosed in accordance Rule 13 of Companies (Share Capital and Debentures) Rules 2014, as amended from time to time:

1. The object / purpose of the preferential issue:

The proceeds of the 6% OCD will be used for working capital requirements of the Company and for general corporate purpose.

2. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

None of the Promoter, directors or key managerial personnel of the Company or their relatives intends to subscribe to the proposed preferential issue of Optionally Convertible Debentures

3. The time within which the allotment shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of 6% OCD on or before the expiry of 15 days from the date of passing this resolution by the shareholders of the company or where the allotment of said debentures require any approval(s) from any regulatory authorities or central Government, the said allotment will be completed within 15 days from the date of such approval, as the case may be applicable.

4. The change in control, if any, in the Company that would occur consequent to the preferential issue:

As a result of the proposed Preferential Issue of Equity Shares and OCDs, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

5 Lock In Requirement

The Equity Shares, OCDs and the Equity Shares on the conversion of the OCDs shall be subject to applicable lock-in and transfer restrictions stipulated under the SEBI ICDR Regulations.

6 Issue Price and Relevant Date

The 6% OCD of ₹10/- each are to be issued at par. The issue price for allotment of Equity Shares upon conversion of the OCDs is ₹ 60/- (Rupees Sixty only), being the price which is higher than the price of ₹ 26.60 which is being computed in accordance with the price determined as per Regulation 76 under Chapter VII of the SEBI ICDR Regulations considering 30 (thirty) days prior to the date of the Extraordinary General Meeting to be the ‘Relevant Date’.

7 Re-computation of Issue Price

Since the Company’s Equity Shares are frequently traded and have been listed on a recognized Stock Exchange for a period of twenty six weeks or more as on the Relevant Date, there is no need for the Company to re-compute the Issue Price and therefore, the Company is not required to submit the undertaking specified under Regulation 73(1)(f) and Regulation 73(1)(g) of the SEBI ICDR Regulations.

8 Auditor's Certificate

A copy of the certificate from the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be placed before the Members of the Company at the Extraordinary General Meeting and the same shall be open for inspection at the registered office of the Company between 11:00 A.M. and 4.00 P.M. on all working days, other than Saturday, up to the date of the Extraordinary General Meeting.

9 Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

10 Report of registered valuer

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares, OCDs and Equity Shares arising on conversion of the OCDs under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

11 Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of to the extent of their respective shareholding in the Company.

13 The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

No allotment of any kind of securities on preferential basis has been made by the Company during the financial year 2018-19 and further presently there are no securities as issued are pending.

14 The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

15 Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them

Name of the Proposed allottee	Pres-issue holding	Maximum No. of OCDS proposed to be allotted	Post Issue shareholding (Assuming allotment of Equity Shares and full conversion of OCD)#		Ultimate Beneficial Owners
			No. of Shares	%	
Balu Forge Private Limited	Nil	2,00,000	33,33,333	21.12	Balu Forge Private Limited is a company incorporated under the Companies Act and it is , controlled and managed by its Managing Director Shri Jaspal Singh Prahlad Singh Chandok

#The Post issue shareholding of other shareholders shall remain the same. The post shareholding structure may change depending upon any other corporate action in between

16 The shareholding pattern of the issuer Company before and after the preferential issue:

The pre issue and post issue shareholding pattern of the Company is as under:

Sr. No.	Category	Pre Issue Shareholding		No. of OCDs allotted	Post Issue shareholding (presuming full conversion of OCDs)#	
		No. of Shares	%		No. of Shares	%
A	Promoters' holding:					
1	Indian:					
(a)	Individual	61,64,962	49.55	-	61,64,962	39.07
(b)	Bodies Corporate	0	0	-	0	0
	Sub-Total 1	61,64,962	49.55	-	61,64,962	39.07
2	Foreign Promoters					
(a)	Individual	0	0	-	0	0
(b)	Bodies Corporate	0	0	-	0	0
	Sub-Total 2	0	0	-	0	0
	Total Shareholding of Promoter & Promoter Group (A)	61,64,962	49.55		61,64,962	39.07
B	Non-Promoters' holding:					
1	Institutional Investors					
(a)	Foreign Portfolio Investors	0	0	-	0	0
(b)	Financial Institutional Investors/ Banks	71	0	-	71	0
(c)	Foreign Institutional Investors	0	0	-		
	Sub Total B(1)	71	0	-	71	0
2	Central Government/State Government(s)/ President of India	0	0		0	0
	Sub Total B(2)	0	0	-		
3	Non-Institutional Investors:					
(a)	i. Individual holding nominal share capital up to ₹ 2 Lac	4125807	33.16	-	4125807	26.16
	ii. Individual holding nominal share capital in excess of ₹ 2 Lac	1138249	9.15	-	1138249	7.22
(b)	NBFCs registered with RBI	0	0	-	0	0
(c)	Any other:					
	IEPF	6431	0.05	-	6431	0.05
	Foreign Nationals	0	0	-	0	0
	Foreign Companies	0	0	-	0	0
	Bodies Corporate	376368	3.02	2,00,000	3709701	23.51
	Non resident Indians (Non Repat)	0	0	-	0	0
	Non resident Indians (Repat)	92142	0.74	-	92142	0.58
	Trusts	0	0	-	0	0
	Overseas Corporate Bodies	150000	1.20	-	150000	0.95
	Clearing Member	98429	0.79	-	98429	0.62
	HUF	290557	2.34	-	290557	1.84
	Sub-Total B(3)	62,77,983	50.45	-	96,11,316	60.93
	Sub-Total (B)	62,78,054	50.45	-	96,11,316	60.93
	Grand Total	1,24,43,016	100	2,00,000	1,57,76,349	100

#The Post issue shareholding of other shareholders shall remain the same. The post shareholding structure may change depending upon any other corporate action in between

17 Your Directors recommend the Resolution for your approval as a Special Resolution..

18 Item No.2

The proposed Issue of 2,00,000 Optionally Convertible Debenture of ₹ 1000/- each aggregating to ₹ 20,00,00,000/- carrying coupon rate of 6% p.a *inter alia* provides that Simple Interest shall be calculated @ 6% on yearly basis and shall be accumulated till the OCD are either converted or redeemed .

It further provides that Interest shall not be paid in cash but the Interest liability shall be discharged by way of issue of such number of equity shares valued at ₹ 60/- or at price determined as per Regulation 76 of ICDR which ever is higher at the time of conversion or redemption of OCDs as the case may be when the interest liability will be crystalized and due. Till then interest will be accumulated and accrued. Accumulation of interest till the actual liability is crystalized and due may be considered as Loan Liability requiring prior approval of shareholder by special resolution as per proviso to section 62 (3) of the Act.

As the interest liability depends on the exercise of option it is not possible to determine how many shares will be issued and at what price. Hence it is not possible to ascertain the post issue capital presently

The equity shares to be issued as per above terms, shall be subject to provisions of all applicable SEBI Regulations,applicable provisions of the Companies Act,2013 and listing agreement with stock exchanges for the time being in force then.

The Directors consider that the Resolution is in the interest of the Company and its shareholders.

None of the Directors of the Company and their relatives are in any way concerned or interested financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company.

Your Directors recommend the Resolution for your approval as a Special Resolution.

By order of the Board of Directors

YUVRAJ MALHOTRA
MANAGING DIRECTOR
DIN: 00225156

**Registered Office: 701, Palm Spring,
Palmcourt Complex, Link Road,
Malad (West), Mumbai, Maharashtra, 400064
Email:info@hiltonmetal.com**

Date: 17th October, 2018

Place: Mumbai

HILTON METAL FORGING LIMITED
CIN No. L28900MH2005PLC154986

Registered Office: 701, Palm Spring , Palm Court Complex, Link road, Malad (West) Mumbai 400064:

R. F. No.

DP-ID No.

Client-ID No.

No. of Shares held

ATTENDANCE SLIP

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

I/We hereby record my/our presence at the EXTRA ORDINARY GENERAL MEETING of the Company held at 204, Tanishka Commercial Building, Akurli Road, Kandivali (East), Mumbai- 400101, on Friday the 16th. day of November, 2018 at 10.00 a.m.

Notes:

1. Shareholders/Proxies are requested to bring this Attendance Slip with them when they come to the Meeting and hand it over at the gate duly signed.
2. Shareholders/Proxies desiring to attend the Meeting should bring their copy of the Annual Report for reference at the Meeting.

HILTON METAL FORGING LIMITED

CIN No. L28900MH2005PLC154986

Registered Office: 701, Palm Spring, Palm Court Complex, Link road, Malad (West) Mumbai 400064:

PROXY FORM - MGT-11

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 Hilton Metal Forging Limited hereby appoint,

Name	
E-mail Id.	
Address	
Signature	

or failing her/him;

Name	
E-mail Id.	
Address	
Signature	

or failing her/him;

Name	
E-mail Id.	
Address	
Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday the 16th, day of November, 2018 at 10.00 a.m. at 204, Tanishka Commercial Building, Akurli Road, Kandivali (East), Mumbai- 40010

in respect of such resolutions as are indicated below:

Sr No.	Resolutions	For	Against
1	To approve issue of 6% Optionally Convertible Debenture		
2	To approve issue of shares towards interest liability on 6% Optionally Convertible Debenture		

Signed this day of 2018.

Signature of Shareholder(s) holder

Signature of Proxy

Affix Revenue Stamp of not less than Re.1.00

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the meeting.
2. A proxy need not be a member of the Company.

Form MGT – 12
Polling paper

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

Name of the Company: HILTON METAL FORGING LIMITED
Registered Office: 701, Palm Spring, Palmcourt Complex, Link Road, Malad (West), Mumbai- 400064

BALLOT PAPER

For Voting on resolutions at the Extra Ordinary General Meeting on 16th November, 2018, at 204, Tanishka Commercial Building, Akurli Road, Kandivali (East), Mumbai- 400101

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To approve issue of 6% Optionally Convertible Debenture.			
2.	To approve issue of shares towards interest liability on 6% Optionally Convertible Debenture			

Place: Mumbai
Date: 16th November, 2018

(Signature of the shareholder*)

(*as per Company records)

