

**HILTON METAL FORGING LIMITED**  
**CIN: L28900MH2005PLC154986**  
**REGD. OFFICE: UNIT B 510, WESTERN EDGE II VILLAGE, NR W E HIGHWAY,**  
**MAGATHANE, BORIVALI EAST, MUMBAI -400066**  
**EMAIL:SECRETARIAL@HILTONMETAL.COM; TEL NO:022-4042 6565**

**NOTICE**

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of Hilton Metal Forging Limited will be held on Friday, 25<sup>th</sup> August, 2023 at 4.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the report of the Board of Directors and Auditors Report thereon

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

To appoint a Director in place of Mr. Yuvraj Hiralal Malhotra (DIN: 00225156) who retires by rotation and being eligible, offers himself for re-appointment

**Item No. 3: Re-appointment of M/s. Anil Bansal & Associates, Chartered Accountants as the Statutory Auditors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications and re-enactment if any thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, consent of the members be and is hereby accorded to re-appoint M/s Anil Bansal & Associates, Chartered Accountants (Firm Registration No. 100421W) as Statutory Auditors of the Company, to hold office for a further period of five consecutive financial years from the conclusion of 18<sup>th</sup> Annual General Meeting till the conclusion of the 23<sup>rd</sup> Annual General meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed between the Board of Directors and Auditors."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**SPECIAL BUSINESS:**

**Item No. 4: Ratification of remuneration payable to Cost Auditor for the financial year 2023-24**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of Rs.71,000/- (Rupees Seventy One Thousand only) per annum plus reimbursement of actual out-of-pocket expenses, to be paid to Mr. Ritesh N Talati of M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R00213), who are appointed by the Board of Directors of the Company (the 'Board' which expression shall be deemed to include any Committee thereof) as Cost Auditors of the Company to conduct the Audit of the Cost records for the Financial Year 2023-24, be and is hereby ratified and approved."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No. 5: Re-appointment of Mr. Yuvraj Malhotra (DIN:00225156) as Chairman and Managing Director of the Company**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ("Act") (including any statutory modifications thereof in force) read with Schedule V of the Act, and pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 13<sup>th</sup> July, 2023, consent of the members be and is hereby accorded, to re-appoint Mr. Yuvraj Malhotra (DIN:00225156) as Chairman and Managing Director of the Company, for a further period of three years w.e.f. 22<sup>nd</sup> July, 2023 upto 21<sup>st</sup> July, 2026, whose office shall be liable to retire by rotation."

**“RESOLVED FURTHER THAT** the approval of the members be and is hereby accorded for the payment of remuneration, benefits, perquisites and allowances as under:

**A. BASIC SALARY:**

Not exceeding Rs. 5,00,000/- per month with such increments as may be decided by the Board from time to time.

**B. PERQUISITES & ALLOWANCES**

In addition to the basic salary referred to in (a) above, Mr. Yuvraj Malhotra shall be entitled to perquisites and allowances which will not be included in the computation of ceiling of the remuneration specified above:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together;
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) encashment of leave at the end of the tenure

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

**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 REMUNERATION**

Not with standing anything to the contrary contained herein, where in any financial year during the currency of tenure of Mr. Yuvraj Malhotra, the Company has no profit or the profit is inadequate, the Company shall pay in respect of such financial year, the remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope, quantum of remuneration, perquisites, benefits and allowances payable to Mr. Yuvraj Malhotra in the light of further progress of the Company which shall be within the above mentioned approved scales and in accordance with the provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution.”

**Item No. 6: Appointment of Mr. Vivek Sharma (DIN: 10238196) as a Non-Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Vivek Sharma (DIN: 10238196), who was appointed as an Additional Director (Non-Executive and Non-Independent) on the Board of the Company with effect from 13<sup>th</sup> July, 2023 in terms of provisions of Section 161 of the Act, and who holds office as an Additional Director up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent), and whose office shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**Item No. 7: Appointment of Mr. Priyam Chaturvedi (DIN: 10238193) as a Non-Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Priyam Chaturvedi (DIN: 10238193), who was appointed as an Additional Director (Non-Executive and Non-Independent) on the Board of the Company with effect from 13<sup>th</sup> July, 2023 in terms of provisions of Section 161 of the Act, and who holds office as an Additional Director up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent), and whose office shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

**Sd/-**

**Mr. Yuvraj Malhotra**

**Chairman & Managing Director**

**DIN: 00225156**

**Registered office:**

Unit B, 510, Western Edge II Village  
Nr. W.E.Highway, Magathane,  
Borivali E, Mumbai- 400066

**Date: 24<sup>th</sup> July, 2023**

**Place: Mumbai**

**NOTES:**

1. In compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 read with MCA General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 , 20/2020 dated 5<sup>th</sup> May, 2020, 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 respectively and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, the Company will be conducting this Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing/Other Audio Visual Means (“VC”/“OAVM”).
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF/ NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body resolution / Authorisation, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to [csshreyahshah@gmail.com](mailto:csshreyahshah@gmail.com) with a copy marked to Company’s Registrar and Share Transfer Agent (“RTA”) i.e. Link Intime India Private Limited at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), in respect of Special business(s) to be transacted at the AGM, is annexed hereto and forms part of this Notice.
8. The information required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standards- 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice.
9. **Closure of Books:**  
The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19<sup>th</sup> August, 2023 to Friday, 25<sup>th</sup> August, 2023 (both days inclusive).
10. **Investors Education and Protection Fund:**
  - a) Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
  - b) The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
11. The voting rights of members shall be in proportion to their shareholding in the Company as on the cut-off date of Thursday, 17<sup>th</sup> August, 2023.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name are advised to make nomination in respect of their shareholding. Members holding shares in dematerialized form can lodge their nomination with their DP(s) and Member holding shares in physical form are required to fill and submit Form No. SH-13 (available on request) with the Company’s RTA. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form. ISR-3 or SH-14, as the case may be.

13. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), bank details, NECS, mandates, nominations etc., to their Depository Participant. Members holding shares in physical form are requested to intimate any of the above changes to the Company's RTA.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before are requested to send their queries in writing to Company at its' Corporate Office at 204, Tanishka Commercial Building, Akurli Road, Nr Growels 101 Mall, Kandivali East, Mumbai – 400101 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 or at the Corporate Office.
15. **Dispatch of Annual Report through electronic mode:**
- (a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.hiltonmetal.com](http://www.hiltonmetal.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (b) For receiving all communication (including Annual Report) from the Company electronically, Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant and Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's RTA at [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) or to the Company. Members are requested to submit a request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Even after registering for e-communication Member(s) are entitled to receive communication(s) including Annual Report in physical form, free of cost, on receipt of written request for the same.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.
17. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**
- The remote e-voting period begins on Tuesday, 22<sup>nd</sup> August, 2023 at 09:00 A.M. (IST) and ends on Thursday, 24<sup>th</sup> August, 2023 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 17<sup>th</sup> August, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 17<sup>th</sup> August, 2023.**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csshreyahshah@gmail.com](mailto:csshreyahshah@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves with the Company on [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com). The Speaker Registration will remain open upto 22<sup>nd</sup> August, 2023. Only those members who are registered will be allowed to express their views or ask questions. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
7. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
8. Please remember speaking serial number and start your conversation with panelist only when moderator of the meeting/management announces the name and serial number for speaking by switching on video mode and audio of your device.
9. **Scrutinizer's Report:**
  - (a) The Company has appointed Ms. Shreya Shah (ACS 39409 and COP No. 15859), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
  - (b) The Scrutinizer shall after the conclusion of voting at the AGM, count the votes cast during the AGM and unblock the votes cast through remote e-voting and issue, within two working days of conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  - (c) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hiltonmetal.com](http://www.hiltonmetal.com) and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Limited and NSE Limited, where the shares of the Company are listed.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection at the Company's Corporate Office by writing to the Company at [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com) till the date of the AGM.

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

**Sd/-**

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

**Registered office:**

Unit B, 510, Western Edge II Village  
Nr. W.E.Highway, Magathane,  
Borivali E, Mumbai- 400066

**Date: 24<sup>th</sup> July, 2023**

**Place: Mumbai**

**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 3:**

The members of the Company at its Annual General Meeting (AGM) held on 28th September, 2018 had appointed M/s. Anil Bansal & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 5 consecutive years from the conclusion of 13th AGM till the conclusion of the ensuing AGM of the Company.

Accordingly, the Board of Directors based on recommendation of Audit Committee proposes re-appointment of M/s. Anil Bansal & Associates as Statutory Auditors of the Company for a further period of 5 years starting from the Conclusion of ensuing AGM till the Conclusion of 23<sup>rd</sup> AGM of the Company.

Your Company has obtained consent of M/s Anil Bansal & Associates and a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

M/s. Anil Bansal and Associates will be paid fees (excluding taxes and OPE) of Rs. 4,50,000/- (Four Lakhs Fifty Thousand Only) for conducting statutory audit for FY 2023-24 which shall be subject to revision during their proposed tenure in such manner and to such extent as may be mutually agreed between the Board of Directors and Auditors.

In the opinion of the Board, M/s. Anil Bansal and Associates possess the relevant expertise and experience which is commensurate with the size and requirements of the Company and Board recommends the passing of resolutions at Item No. 3 of the Notice as an Ordinary Resolution.

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

**ITEM NO. 4:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Mr. Ritesh N Talati of M/s. V. J. Talati & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the Cost records for the financial year ending 31<sup>st</sup> March, 2024 at a remuneration of Rs.71,000/- (Rupees Seventy-One Thousand only) per annum plus reimbursement of actual out-of-pocket expenses.

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 and approved by the shareholders of the Company.

Therefore, consent of the shareholders of the Company is being sought by way of an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors. Accordingly, the Board recommends the resolution as set out of Item no. 4 of the Notice for the approval of the shareholders.

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

**ITEM NO. 5:**

Mr. Yuvraj Malhotra (DIN: 00225156) was appointed as the Chairman & Managing Director of the Company for a period of 3 (three) years w.e.f. 21<sup>st</sup> July, 2020. The said term of office of Mr. Yuvraj Malhotra expired on 21<sup>st</sup> July, 2023. The Board of Directors of the Company ("the Board"), at their meeting held on 13<sup>th</sup> July, 2023, on the recommendation of Nomination and Remuneration Committee, has, subject to approval of members, re-appointed Mr. Yuvraj Malhotra (DIN: 00225156) as the Chairman & Managing Director, for a further period of 3 (three) years w.e.f. 22<sup>nd</sup> July, 2023.

Mr. Yuvraj Malhotra has around 35+ years of experience in Forging Industry and he looks after day-to-day affairs of the Company. The Board considers that, given his background, experience and contributions made by him during his tenure, the continued association of would be beneficial to the Company.

Mr. Yuvraj Malhotra satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

The brief profile of Mr. Malhotra, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in the "Annexure" forming part of this Notice.

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

Except for Mr. Yuvraj Malhotra and his immediate relatives, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

**ITEM NO. 6:**

Pursuant to provisions of Section 161 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, the Board of Directors of the Company (“Board”) at their meeting held on 13<sup>th</sup> July, 2023, basis the recommendation of the Nomination and Remuneration Committee (“NRC”), had appointed Mr. Vivek Sharma (DIN: 10238196), as an Additional Director (Non-Executive and Non-Independent) with effect from 13<sup>th</sup> July, 2023.

In accordance with the provisions of Section 161 of the Act, Mr. Vivek Sharma holds office up to the date of ensuing 18<sup>th</sup> AGM. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Vivek Sharma for the office of a Director of the Company.

Mr. Vivek Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The brief profile of Mr. Sharma, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in the “Annexure” forming part of this Notice.

The Board is of the view that the appointment of Mr. Vivek Sharma on the Company’s Board as Director is desirable and would be beneficial to the Company and hence it recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Except for Mr. Vivek Sharma and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

**ITEM NO. 7:**

Pursuant to provisions of Section 161 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, the Board of Directors of the Company (“Board”) at its meeting held on 13<sup>th</sup> July, 2023, basis the recommendation of the Nomination and Remuneration Committee (“NRC”), had appointed Mr. Priyam Chaturvedi (DIN: 10238193) as an Additional Director (Non-Executive and Non-Independent) with effect from 13<sup>th</sup> July, 2023.

In accordance with the provisions of Section 161 of the Act, Mr. Priyam Chaturvedi holds office up to the date of ensuing 18<sup>th</sup> AGM. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Priyam Chaturvedi for the office of a Director of the Company.

Mr. Priyam Chaturvedi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The brief profile of Mr. Chaturvedi, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in the “Annexure” forming part of this Notice.

The Board is of the view that the appointment of Mr. Priyam Chaturvedi on the Company’s Board as Director is desirable and would be beneficial to the Company and hence it recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Except for Mr. Chaturvedi and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

**For and On Behalf of Board of Directors**  
Sd/-

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

**Registered office:**

Unit B, 510, Western Edge II Village  
Nr. W.E.Highway, Magathane,  
Borivali E, Mumbai- 400066.

**Date: 24<sup>th</sup> July, 2023****Place: Mumbai**

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

*[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India]*

Name of Director	Mr. Yuvraj Hiralal Malhotra	Mr. Vivek Sharma	Mr. Priyam Chaturvedi
Nationality	Indian	Indian	Indian
Date of Birth	24-03-1963	02-10-1966	22-10-1996
Qualification	Engineering Graduate with specialization in Mechanical Engineering	Bachelor’s in science, Masters of Business Administration	BMS Graduate with Diploma in Supply chain management
Date of Appointment	21-07-2005	13-07-2023	13-07-2023
Expertise in specific functional areas	Around 35+ years of experience in Forging Industry and he is well versed with export market of forgings and allied products and looking after day-to-day affairs of the Company.	Profound knowledge of engineering products. He has successfully led the operation divisions of many companies.	Expertise of more than 5 years in Logistics. At present, he is leading the supply chain operations of one of the leading pharmaceutical companies in India.
Directorships in listed companies (other than Hilton Metal Forging Limited) as on 31st March, 2023	0	0	0
Chairman / Member of any other Committees as on 31 <sup>st</sup> March, 2023	2	NIL	NIL
Listed entities from which he has resigned in the past three years	NIL	NIL	NIL
Shareholding in the Company as on 31 <sup>st</sup> March, 2023 (incl. shareholders as a beneficial owner)	53,87,559	NIL	NIL
Relationship between directors inter-se	None	None	None

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

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

**Registered office:**

Unit B, 510, Western Edge II Village  
Nr. W.E.Highway, Magathane,  
Borivali E, Mumbai- 400066.

**Date: 24<sup>th</sup> July, 2023**

**Place: Mumbai**

