H. P. Sanghvi & Company

Company Secretaries

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The Chairman
10th Annual General Meeting of the Equity Shareholders of
Hilton Metal Forging Limited

Held on the 30th September, 2015 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 Companies (Management and Administration) Rules, 2014 (As amended)

1. I, Haresh Sanghvi, a Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of **Hilton Metal Forging Limited** ("the Company") for the purpose of

   (i) Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) ;

   (ii) Scrutinizing the voting through ballot forms received in lieu of e-voting; and

   (iii) Voting by 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 10th Annual General Meeting (AGM) of the Equity shareholders of the Company held on the 30th September, 2015 at 4.00 PM at 701 Palm Spring, Link Road, Malad (West), Mumbai-400064.

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, voting through ballot forms and voting by Ballot papers on the resolution contained in the notice of 10th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process, voting through ballot forms and voting by Ballot papers at the AGM are restricted to ensure that the voting process by e-voting, voting through ballot forms 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.

3. I have issued separate Scrutinizer's report dated 1st October 2015 for the remote e-voting, voting through ballot forms and on the voting by Ballot papers at the AGM on the resolutions contained in the Notice of the AGM.

4. I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting, voting through ballot forms received in lieu of e-voting and voting by Ballot papers at the AGM as under:

Item No.	**Vote in favour of the resolution**		**Votes against the resolution**		**Invalid / Abstained Votes**
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.
Item No. 1 Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.	500320	99.801	1000	0.199	8400
Item No. 2 : Declare dividend on Equity shares for the year ended 31st March, 2015.	500320	99.801	1000	0.199	8400
Item No. 3 : Re-appoint Mr. Navraj H Malhotra who retires by rotation.	202720	99.509	1000	0.491	306000
Item No. 4 : Appoint M/s R K Chaudhary & Associates, Chartered Accountants as the Statutory Auditors and fixing their Remuneration.	500320	99.801	1000	0.199	8400
Item No. 5 : Approve remuneration of M/s. NNT & Co, Cost Accountants for the financial year ending 31st March, 2015 for conducting Cost Audit of all applicable products.	431920	99.769	1000	0.231	76800

Item No.	Vote in favour of the resolution		Votes against the resolution		Invalid / Abstained Votes
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.
Item No. 6 : Appoint Mrs. Diksha Yuvraj Malhotra as the Executive Director of the Company.	202720	99.509	1000	0.491	306000
Item No. 7 : Re-Appoint Mr. Yuvraj H Malhotra as a Managing Director of the Company for a tenure of five years.	202720	99.509	1000	0.491	306000
Item No. 8 : Re-Appoint Mr. Navraj H Malhotra a Whole-time Director of the Company for tenure of five years.	202720	99.509	1000	0.491	306000

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, voting through ballot forms and voting by Ballot papers at the AGM by the shareholders of the Company. I shall be arranging to handover this record to you or such other person as authorized by you.

H. P. SANGHVI & COMPANY
Practicing Company Secretaries

HARESH SANGHVI
Proprietor
CoP No. 3675/ FCS 2259

Place: Mumbai
Date : 1st October, 2015.