COMPLIANCE CERTIFICATE
[Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
The Board of Directors of
Hilton Metal Forging Limited,
CIN: L28900MH2005PLC154986
303, Tanishka Commercial Co-op. Society Ltd,
Akruli Road, Kandivali East,
Mumbai - 400101

In connection with the proposed preferential issue of 22,50,000 fully paid-up equity shares of face value of Rs. 10/- each ("**Equity shares**"), at an issue price of Rs. 90.50/- (including a premium of Rs. 80.50/-) per equity share to promoter and non-promoter category of Hilton Metal Forging Limited ("the Company") (hereinafter referred to as "Preferential Issue"), the Company is required to obtain a certificate from Practicing Company Secretary confirming that the proposed preferential issue is being made in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**").

Accordingly, this Certificate is being issued under the ICDR Regulations.

Management Responsibility:

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

a. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue of Securities;
b. Determination of the minimum price of Securities in terms of Regulation 164 of the ICDR Regulations; and
c. Compliance with the conditions/ requirements of the ICDR Regulations and the Companies Act, 2013.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance with the applicable provisions of the ICDR Regulations, I have examined the following limited documents/information as provided by the Company and available on the date of this certificate:

1. Certified copy of Board Resolution dated 30th October, 2024 approving Preferential Issue;

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2. Obtained Transaction Statement and/holding Statements and confirmation from Company/RTA stating that the Proposed Allottees have not traded / sold / transferred any equity shares of the Company during the period commencing from 90 trading days prior to relevant date i.e. 20th June, 2024 till 28th October, 2024;

3. Confirmation from the Company that:

i. The Board of Directors of the Company has decided 29th October, 2024, as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is to be held i.e. 28th November, 2024, to consider and approve the Preferential Issue;

ii. The Company has determined the minimum price of securities in terms of Regulation 164 of the ICDR Regulations;

iii. The Company has obtained Permanent Account Number of Proposed Allottees;

iv. The pre-preferential shareholding of proposed allottee(s), wherever applicable has been locked in accordance with Regulation 167(6) of ICDR Regulations.

v. The Proposed allotment of securities shall be made in dematerialized form.

vi. The Post allotment shareholding of the Proposed Allottees shall be locked-in as per the requirements of the ICDR Regulations.

vii. The Proposed Allottees have not sold any equity shares of the Company during ninety trading days preceding the Relevant Date (Relevant Date being 29th October, 2024);

viii. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;

ix. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the general meeting seeking shareholders' approval for the proposed Preferential Issue;

x. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed (i.e. BSE Ltd. and National Stock Exchange of India Ltd.) and the Depositories (i.e. NSDL/ CDSL).

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of ICDR Regulations.

SHREYA SHAH
COP 15859
ACS 39409

B 107, Shivram Apartment, Above Allahabad Bank, Ramchandra Lane, Malad West, Mumbai 400064
M: 9925433351 e-mail: csshreyahshah@gmail.com

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. Our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.
5. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of the proposed preferential issue and should not be used by any other person or for any other purpose.

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SHREYA HITESHBHAI SHAH

Digitally signed by SHREYA HITESHBHAI SHAH
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Date: 2024.11.06 12:31:00 +05'30'

SHREYA SHAH
Practising Company Secretary
ACS 39409/CoP 15859
UDIN: A039409F001837062
Peer Review Certificate No.: 1696/2022

Place: Mumbai
Date: 30th October, 2024

B 107, Shivram Apartment, Above Allahabad Bank, Ramchandra Lane, Malad West, Mumbai 400064
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