



Hilton Metal Forging Ltd.™

GOVT. RECOGNIZED EXPORT HOUSE

CIN : L 28900 MH 2005 PLC 154986

CORPORATE OFFICE :
701, PALMSRING, PALMCOURT COMPLEX,
LINK ROAD, MALAD (WEST),
MUMBAI - 400 064.



Certificate : 44 100 021868-E3



TEL. : 91 - 22- 4042 6565
FAX : 91 - 22 - 4042 6566
E-MAIL : info@hiltonmetal.com
VISIT US AT : www.hiltonmetal.com

30th September, 2014

The Vice President, Listing Department
The National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra Kurla Complex
Bandra East, Mumbai – 400051
Fax no: 022 26598237/38/47/48
Scrip Code: HILTON

Dear Sir,

Sub : Disclosure under Clause 31 (d) and 35A of the Listing Agreement- Hilton Metal Forging Limited

We hereby submit the details of voting results at the 9th Annual General Meeting of the company held on 27th September, 2014 pursuant to the requirements of Clause 31(d) and 35A of the Listing Agreement entered into by the company. The detailed voting results consolidating the results of e-voting with the results of voting done by way of poll is enclosed.

All the resolutions were passed with the requisite majority by the Shareholders. The details of votes cast by the shareholders are given in the Annexure. The same be treated as compliance under Clause 31(d) of the Listing Agreement.

Kindly take the same on record.

Thanking you
Yours faithfully
For Hilton Metal Forging Limited

Suryakant Mayani
Compliance Officer

Encl : a/a



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September 30, 2014

Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Sub: Annual General Meeting

Scrip Code : HILTON

Dear Sir,

The Ninth Annual General Meeting ('AGM') of the Members of the Company was held on 27th September 2014. The requisite quorum was present for the meeting. The details of the resolutions passed are as follows:

Sr. No	Resolutions	E-voting & Ballot Result
1	To consider and adopt the Audited financial Statement, Auditors report and Directors Report for the year ended 31 st March, 2014.	Passed by majority
2	Declaration of dividend for the financial year 2013-14	Passed by majority
3	Appointment of M/s. R K Chaudhary & Associates, Chartered Accountants, Mumbai, as Statutory Auditors .	Passed by majority
4	Change the designation of Mr. Joseph W Mckay as Non-Executive Professional Director	Passed by majority
5	Change the terms of appointment of Mr. Navraj Malhotra to make him liable to retire by rotation	Passed by majority
6	Approve payment of remuneration to Yuvraj Malhotra as Chairman & Managing Director	Passed by majority
7	Appointment of Mr. Harmohindarsingh Dhingra as an Independent Director, for a period of five years, not liable to retire by rotation.	Passed by majority



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8	Appointment of Mr. Manoj Kumar More as an Independent Director, for a period of five years, not liable to retire by rotation.	Passed by majority
9	Appointment of Mr. Sanjay S Jain as an Independent Director, for a period of five years, not liable to retire by rotation	Passed by majority
10	Appointment of Mr. Navin C Choksi as an Independent Director, for a period of five years, not liable to retire by rotation.	Passed by majority
11	Ratification of remuneration of the Cost Auditor for the financial year ending 31st March, 2015.	Passed by majority
12	To consider approval of borrowing power pursuant to Sec 180(1)(c) of the Companies Act, 2013	Passed by majority
13	To consider approval of creation of mortgage, pursuant to Section 180(1)(a) of the Companies Act, 2013.	Passed by majority

Further, pursuant to Clause 35A of listing Agreement, please find enclosed herewith Annexure 'A' giving the details of the voting results on the resolutions passed at the AGM.

This is for your information please.

Thanking you,

Yours sincerely,

For Hilton Metal Forging Limited

Suryakant Mayani
Compliance Officer



Encl: as above

ANNEXURE 'A'**VOTING RESULTS AS PER CLAUSE 35 A OF THE LISTING AGREEMENT**

Sr. No	Particulars		
1	Date of Annual General Meeting ('AGM')		27th September, 2014
2	Book Closure Date		22nd September, 2014 to 26th September, 2014 (both days inclusive)
3	Total number of shareholders on record date		7299
4	No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	6
		Public	31
5	No. Of Shareholders attended the meeting through video conferencing	Promoters and Promoter Group	--
		Public	---

Outcome of the Annual General Meeting

The Annual General Meeting of the Members of the Company held on Saturday, September 27, 2014 at 4:00 p.m. at "701, Palm Spring, Link Road, Malad East, Mumbai - 400 064. The mode of voting for all the resolution was by way of Poll & E-voting. The agenda wise details of voting are provided is enclosed herewith as **Annexure-I**

This is for your information please.

Thanking you,

Yours sincerely,

For Hilton Metal Forging Limited


Suryakant Mayani
Compliance Officer



Encl: as above

Annexure-I

Resolution No.1 : Adopt Audited Financial Statement, Auditors Report and Directors Report for the year ended 31st March,2014

Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9995	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No.2 : Declaration of dividend for the financial year 2013-14**Resolution Required: Ordinary****Mode of Voting: E-voting**

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No.3 : To consider reappointment of M/s. R K Chaudhary & Associates, as Statutory Auditors and fix their remuneration

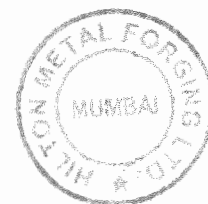
Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No.4 : To consider Change in designation of Mr. Joseph W Mckay as Non-Executive Professional Director

Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No.of. shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No.5 : To consider the Change in terms of appointment of Mr. Navraj Malhotra to make him liable to retire by rotation

Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No.6 : Approve payment of remuneration to Yuvraj Malhotra as Chairman & Managing Director

Resolution Required: Special

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



Resolution No.7 : Appointment of Mr. Harmohindarsingh Dhingra as an Independent Director, for a period of five years, not liable to retire by rotation

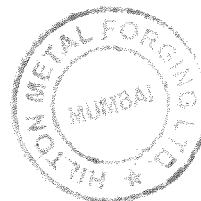
Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



8

Resolution No.8 : Appointment of Mr. Manoj Kumar More as an Independent Director, for a period of five years, not liable to retire by rotation.

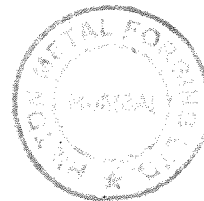
Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No. 9 : Appointment of Mr. Sanjay S Jain as an Independent Director, for a period of five years, not liable to retire by rotation.

Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No. 10 :- Appointment of Mr. Navin C Choksi as an Independent Director, for a period of five years, not liable to retire by rotation.

Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No.11 : Ratification of remuneration of the Cost Auditor for the financial year ending 31st March, 2015.

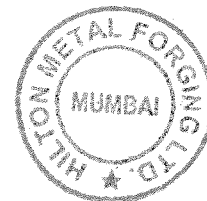
Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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Resolution No.12 : To consider approval of borrowing power pursuant to Sec 180(1)(c) of the Companies Act, 2013

Resolution Required: Special

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



Resolution No.13 : To consider approval of creation of mortgage, pursuant to Section 180(1)(a) of the Companies Act, 2013

Resolution Required: Ordinary

Mode of Voting: E-voting

Sr. No.	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER AND PROMOTER GROUP	6546199	6457218	98.64	6457218	0	100.000	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0	0	0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	929748	15.77	929743	5	99.9995	0.0005
	Total (A)	12443016	7386966	59.37	7386961	5	99.9999	0.0001

Mode of Voting: Poll

1	PROMOTER AND PROMOTER GROUP	6546199	0	0	0	0	0	0.000
2	PUBLIC INSTITUTIONAL HOLDERS	0		0.000	0	0	0.000	0.000
3	PUBLIC-OTHERS	5896817	61095	1.04	61095	0	100.00	0.000
	Total (B)	12443016	61095	0.49	61095	0	100.00	0.000
	Total (A+B)	12443016	7448061	59.86	7448056	5	99.9999	0.0001



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