

**HF** **HILTON**  
**METAL FORGING LTD.**

**Annual Report 2015-2016**

**BOARD OF DIRECTORS**

Shri Yuvraj Malhotra	Chairman and Managing Director
Shri Navraj Malhotra	Whole time Director
Shri Joseph Mckay	Director
Shri Harmohindar Singh Dhingra	Director
Shri Manoj Kumar More	Director
Shri Sanjay Jain	Director
Shri Navin Chokshi*	Director
Smt Diksha Malhotra	Director
Shri Rajiv Verma*	Director

\*Appointed as on 07th April, 2016

**COMPANY SECRETARY**

#Ms. Divya Mer

#Appointed as on 01st June, 2016

**CHIEF FINANCIAL OFFICER**

Mr. Rohit Pandey

**STAUTORY AUDITORS**

M/s R K Chaudhary & Associates

Chartered Accountants

3<sup>rd</sup> Floor, Kamanwala Building

Sir P M Road, Fort,

Mumbai 400 001

**COST AUDITORS**

M/s NNT & Co

Cost Accountants

602 Silver Matru Prabha

Cama Lane, Kirol Road,

Ghatkopar West, Mumbai 400 086

**REGISTRAR & SHARE TRANSFER AGENTS**

Sharex Dynamic (India) Pvt Ltd

Unit No 1, Luthra Industrial Premises,

Andheri Kurla Road, Safed Pool

Andheri East, Mumbai 400 072

**INTERNAL AUDITORS**

M/s Vikas Jindal & Associates

Chartered Accountants

B 153 Ostwal Ornate

Jesal Park Bhayander East, Dist Thane 401105

**REGISTERED OFFICE**

701 Palm Spring, Link Road,

Malad West, Mumbai 400 064

**PLANT**

Plot No 28, 29

Shah and Mehta Industrial Estate,

Village Ghonsai, Taluka Wada, Dist Thane

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**HILTON METAL FORGING LIMITED**

**CIN: L28900MH2005PLC154986**

**REGD. OFFICE: 701, PALM SPRING, LINK ROAD, MALAD (WEST) MUMBAI-400064**  
**EMAIL:SECRETARIAL@HILTONMETAL.COM; TEL NO:022-4042 6565**

**NOTICE**

Notice is hereby given that the Eleventh Annual General Meeting of the Members of Hilton Metal Forging Limited will be held on Wednesday, 28<sup>th</sup> September, 2016 at 701, Palm Spring, Link Road, Malad (West), Mumbai-400064 at 4.00 p.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the profit & loss account for the year ended on that date along with the schedules thereon and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Diksha Malhotra (DIN 01393249) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:

**“RESOLVED THAT**, that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. R K Chaudhary & Associates, Chartered Accountants (Firm Registration No. 35487), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twelfth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
**“RESOLVED THAT**, pursuant to the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company for payment of remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2017, to Ms. Nikita Talati of M/s NNT & Co., Cost Auditor, for conducting Cost Audit of all applicable products, be and is hereby ratified and confirmed.  
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:  
**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Rajiv Sushil Verma (DIN No. 07486560), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, is not liable to retire by rotation, and to hold office for 5 (five) consecutive years for a term up to date of Annual General Meeting for FY 2020-21.”

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

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

**Registered office:**  
701, Palm Spring  
Link Road, Malad (West),  
Mumbai – 400 064.

**Date: 05/08/2016**

**Place: Mumbai**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. Proxy Form and Attendance Slip are enclosed. Proxies, duly stamped and executed, must reach at the Registered Office of the Company not less than 48 Hours before the commencement of the Annual General Meeting.
3. A person can act as proxy on behalf of members not exceeding fifty and further a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 19<sup>th</sup> September, 2016 to Wednesday 28<sup>th</sup> September, 2016 (both days inclusive).
5. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
6. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
7. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Members are requested to intimate to Sharex Dynamic (India) Private Ltd, Registrar and Transfer Agents of the Company their e-mail address for sending notice /documents through e-mail as per directives issued by Government of India, Ministry of Corporate Affairs , vide Circular No 17/2011 dated 21.04.2011 Members are requested to address all correspondences including dividend matters to the Registrar and Transfer Agents, Sharex Dynamic (India) Private Ltd, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri – Kurla Road, Andheri – East, Mumbai - 400 072, Email-henry@sharexindia.com .
9. Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Member holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to Company/ Sharex Dynamic (India) Private Ltd.
10. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has mentioned the details of unpaid and unclaimed dividend amounts lying with the Company in the report on Corporate Governance and the same as been uploaded on the website of the Company. Members who have not encashed the dividend so far in respect of the financial years from 2008-09 to 2015-16 are requested to write to RTA who shall arrange to send the unclaimed dividend amount.
11. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants.
12. Members are requested to intimate to Sharex Dynamic (India) Private Ltd, Registrar and Transfer Agents of the Company their e-mail address for sending notice /documents through e-mail as per directives issued by Government of India, Ministry of Corporate Affairs , vide Circular No 17/2011 dated 21.04.2011 Members are requested to address all correspondences including dividend matters to the Registrar and Transfer Agents, Sharex Dynamic (India) Private Ltd, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri – Kurla Road, Andheri – East, Mumbai - 400 072, Email-henry@sharexindia.com .
13. Members are requested to bring their copies of Annual Report to the Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote. Members /proxies attending the meeting should bring the Attendance Slip, duly filled in for handing over at the venue of the meeting.
14. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to Company at its' Registered Office 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.
15. Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection for eligible members on all working days except on Saturdays, and holidays between 11.00 a.m. to 01.00 p.m. upto the date of the General Meeting.
16. Electronic copy of the Notice of the 11<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Form and Proxy Form and Annual Report for 2016 are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the

Notice of the 11<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

17. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 11<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

**The Instruction for Members for voting electronically is as under:**

In case of members receiving e-mail:

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “Shareholders” tab.
- iii. Now, select the “COMPANY NAME” i.e. The Hilton Metal Forging Limited, from the drop down menu and click on “SUBMIT”.
- 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.
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric).
- 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
Permanent Account Number (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"> <li>• 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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio 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.</li> </ul> Eg. If your name is Ramesh Kumar with folio number R12345 then enter RA00R12345 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.
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"> <li>• 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 <b>number of shares held by you as on the cutoff date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- 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 <Company Name> i.e. 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 changed password then enter the User ID and the image verification code and click on “Forgot Password” & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on Sunday, 25th September, 2016 at 10.00 a.m. and will end on Tuesday, 27th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of (record date) of Thursday, 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) Other Instructions
- i. Mr. Haresh Sanghvi of M/s H P Sanghvi & Co., Practicing Company Secretaries (Membership No. 2259) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and the voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
  - ii. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - iii. Members who do not have access to the e-voting facility may send their assent or dissent in writing in respect of the resolutions as set out in this Notice, through the duly completed Ballot Form, directly to the Scrutinizer so as to reach the Scrutinizer, Mr. Haresh Sanghvi, Practicing Company Secretary (Membership No. 2259), at the Registered Office of the Company not later than Tuesday, 27th September, 2016 at 6.00 PM IST. The instructions for Ballot Form are given on the reverse of the said Form.
  - iv. Ballot Form received after Tuesday, 27th September, 2016 at 6.00 PM IST will be treated as invalid.
  - v. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid. Facility of voting through either electronic voting system or Ballot / Poll, shall also be available at the Meeting. Members holding shares as on cut off date i.e. 21st September, 2016 and attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
  - vi. The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
  - vii. The Results 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 CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

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

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

**Registered office:**  
701, Palm Spring, Link Road, Malad (West),  
Mumbai – 400 064.

**Date: 05/08/2016**  
**Place: Mumbai**

**ANNEXURE TO NOTICE**

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

**ITEM NO. 4:**

The Board, on the recommendation of the Audit Committee, has approved the Re-appointment and remuneration of Ms. Nikita Talati of M/s NNT & Co., Cost Accountant, Mumbai to conduct the Cost Audit of the Cost records of the company for the financial year ending 31st March, 2017.

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 by the shareholders of the company.

Hence, the Board commends 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**

The Board of Directors, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015, appointed Mr. Rajiv Sushil Verma as an Additional (Independent) Director of the Company with effect from 7th April, 2016.

In terms of Section 161(1) of the Act, Mr. Verma holds office only upto the date of the forthcoming Annual General Meeting. A notice under Section 160(1) of the Act has been received along-with the deposit of requisite amount signifying its intention to propose candidature of Mr. Verma for the office of Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence that a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Verma, aged 47 years, has done Bachelor of Engineering. He has 26 years of experience in Engineering and Technology field. This enables him to drive operational excellence across the breadth of responsibilities. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Verma is appointed as an Independent Director

Mr. Verma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Verma fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (LODR) Regulations, 2015. He is independent of the Management.

Brief resume of Mr. Verma as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the notice forming part of the Annual Report.

Hence, the Board commends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by 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.

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

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

**Registered office:**

701, Palm Spring, Link Road, Malad (West),  
Mumbai – 400 064.

**Date: 05/08/2016**

**Place: Mumbai**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT  
THE FORTH COMING ANNUAL GENERAL MEETING****[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of Director	Mrs. Diksha Yuvraj Malhotra	Mr. Rajiv Sushil Verma
Nationality	Indian	Indian
Date of Birth	13/09/1968	10/09/1967
Qualification	B.Com	B.E
Date of Appointment	25/03/2015	07/04/2016
Expertise	11 years of experience in marketing forging products in international market	26 years of experience in Engineering and Technology field
Directorships in other public companies as on 31 <sup>st</sup> March, 2016	NIL	NIL
Chairman / Member of any other Committees as on 31 <sup>st</sup> March, 2016	NIL	NIL
Shareholding in the Company as on 31 <sup>st</sup> March, 2016 (Equity Share of ₹ 10/- Each)	6,72,812 Equity Shares	NIL
Relationship between directors inter-se	Wife of Mr. Yuvraj Malhotra	Not Related

**For and On Behalf of Board of Directors****Mr. Yuvraj Malhotra**  
**Chairman & Managing Director**  
**DIN: 00225156****Registered office:**701, Palm Spring  
Link Road, Malad (West),  
Mumbai – 400 064.**Date: 05/08/2016****Place: Mumbai**

**DIRECTORS' REPORT**

To

**The Members**

**Hilton Metal Forging Limited**

We are pleased to present Eleventh Annual Report of the company and the Audited Statement of account for the year ended 31<sup>st</sup> March 2016. Summary of financial results is given below.

**1. FINANCIAL HIGHLIGHTS AND REVIEW OF OPERATIONS**

(₹ in Lakhs)

Particulars	Year Ended March 2016	Year Ended March 2015
Total Income	6718.08	9226.78
Total Expenditure	6854.67	9066.73
Profit before Tax	(136.59)	160.05
<b>Less: Current Tax /Deferred Tax</b>	21.81	67.49
<b>Profit after Tax</b>	<b>(158.40)</b>	<b>92.56</b>
Balance Brought forward	982.71	962.63
Balance Available for Appropriation	824.31	1055.19
<b>Appropriation :</b>		
Proposed Dividend for the Financial year	-	31.11
Corporate Dividend Tax	-	6.37
Transferred to General Reserves	-	35.00
Surplus retained in Profit & Loss account	824.31	982.71

The performance of the company during the year has been adversely affected due to pressure on margin caused by higher input cost and un-remunerative selling price and slackness in demand.

**2. DIVIDEND**

In view of the losses, the Board does not propose any dividend for the year ended 31<sup>st</sup> March, 2016. The Board does not propose to transfer any amount to the General Reserves for the aforesaid financial year.

**3. PUBLIC DEPOSITS**

During the year, the Company has not accepted any deposits from the public and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

**4. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY**

Company does not have any Subsidiary, Joint venture or Associate Company.

**5. MATERIAL CHANGES AND COMMITMENTS**

There are no adverse material changes or commitments occurred after March 31, 2016 which may affect the financial position of the Company or may require disclosure.

**6. COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE COMPANY SECRETARY IN PRACTICE IN HIS SECRETARIAL AUDIT REPORT**

As per the observation of Secretarial auditor, the vacancy caused by the resignation of an Independent Director was to be filled in by the Company within 3 months from the date of the resignation i.e. 28th July, 2015, however the same was filled by 7th April, 2016. The Company was trying to identify and appoint a suitable candidate on its Board, whose presence can benefit the Company in particular and the shareholders at large. Since, it was difficult to identify the right person on the Board on the Company and hence there was delay in appointment of Independent Director.

In addition to above, the Secretarial Auditor observed non-disclosure of all such events or information on the Company's website as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

However, in response to the observation of the Secretarial Auditor, the Company is in process of updating its website by disclosing details of all such events and information as required pursuant to the said regulations at earliest.

**7. EXTRACT OF ANNUAL RETURN**

As per provision of Section 134 of the Companies Act, 2013, the details forming part of the extract of the Annual Return is attached to this Report as "Annexure I" in Form MGT-9

**8. DIRECTORS AND KMP**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, Mrs. Diksha Malhotra, Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and offers herself for re-appointment. The Board recommends her re-appointment.

The Board of Directors, pursuant to the provisions of Section 161 of the Companies Act, 2013, has appointed Mr. Rajiv Sushil Verma as an Additional (Independent) Director of the Company with effect from 7th April, 2016, subject to the approval of shareholders at the forthcoming Annual General Meeting. A notice under Section 160(1) of the Act has been received along-with the deposit of requisite amount signifying its intention to propose Mr. Verma as a Director.

Mr. Verma 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. Also Sec 149 of the Act inter alia stipulates the criteria of independence that a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. In the opinion of the Board, his appointment is appropriate and in the best interest of the Company.

As stipulated under the Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of the Directors proposed to be appointed/re-appointed are given in the Notice convening 11th Annual General Meeting.

The above named Directors have furnished their respective declarations in Form DIR-8 pursuant to the provisions of Section 164(2) of the Companies Act 2013 read with Rule 14 (1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Further, all Independent Directors have given their respective declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

Ms. Surabhi Powar has tendered her resignation from the post of Company Secretary and Compliance Officer w.e.f 1st May, 2016. The vacancy caused by her resignation was filled by the appointment of Ms. Divya Mer w.e.f 1st June, 2016.

**Number of Meetings of the Board**

During the year, four Board Meetings and one meeting of Independent Directors were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act 2013. The details thereof are given in the Report on Corporate Governance.

**Committees of the Board**

During the year, your directors have constituted and renamed wherever required, the following committees of the Board in accordance with the requirements of the Companies Act, 2013 and the Listing Agreement. The composition, terms of reference and other details of all Board level committees have been elaborated in the Corporate Governance Report annexed to this report.

**1. Audit Committee**

The Committee comprises of three non-executive Independent Directors as its members. The Chairman of the Committee is an Independent Director. The audit committee assist the Board in the dissemination of the financial information and in overseeing the financial and accounting processes in the Company. During the year, there were no instances where the Board had not accepted the recommendation of the Audit committee.

**2. Nomination and Remuneration Committee**

The Committee comprises of three non-executive Independent Directors as its members. The Chairman of the Committee is an Independent Director.

The Board had on the recommendation of the Nomination and Remuneration Committee framed the Nomination and Remuneration Policy to comply with the provisions of Section 178 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement. The Company's Nomination and Remuneration Policy has been is also available on Company's website.

**3. Stakeholders' Relationship Committee**

The Committee comprises of two non-executive Independent Directors and one executive Director as its members. The Chairman of the Committee is a Non executive Independent Director.

The Stakeholders' Relationship Committee considers and resolves the grievances of the security holders of the Company.

**Whistle Blower Policy and Vigil Mechanism**

The Company has adopted a Whistle Blower Policy and the Vigil Mechanism with a view to provide for adequate safeguards against victimization of the stakeholders who us such mechanism and provide for direct access to the Management. The policy can be accessed on the Company's website [www.hiltonmetal.com](http://www.hiltonmetal.com)