

Date: November 10, 2025

To, <b>BSE Limited,</b> P.J. Towers, Dalal Street, Mumbai – 400 001 <b>Scrip Code: 532847</b>	To, <b>National Stock Exchange of India Limited</b> 5 <sup>th</sup> Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai-400051 <b>Symbol: HILTON</b>
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Dear Sir/ Madam,

**Subject: Notice of the Extra-Ordinary General Meeting of the Members scheduled to be held on Tuesday, December 02, 2025**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that the Extra-Ordinary General Meeting (“EGM”) of the Members of the Company is scheduled to be held on **Tuesday, December 02, 2025, at 12:00 P.M. (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).

Notice of the EGM is enclosed herewith and is also available on the website of the Company at <https://hiltonmetal.com>.

Further, the electronic copy of the said Notice has been dispatched/ sent to the Members through email on November 10, 2025, whose email IDs were registered with the Company’s Registrar and Share Transfer Agent/ Depositories.

Further, please note the following information:

Sr. No.	Particulars	Date
1	<b>Cut-off Date/ Record Date</b> for determining the eligibility of the Members to cast their vote through remote e-voting prior to the EGM or e-voting during the EGM.	Monday, November 24, 2025
2	<b>Remote E-voting Period</b>	Commence on Saturday, November 29, 2025 from 09:00 A.M. (IST), and end on Monday, December 01, 2025 at 05:00 P.M. (IST).

You are requested to take the above information on record.

**Yours faithfully,**  
**For Hilton Metal Forging Limited**

**Yuvraj Hiralal Malhotra**  
**Managing Director**  
**DIN: 00225156**  
**Encl: as above**

## **HILTON METAL FORGING LIMITED**

CIN: L28900MH2005PLC154986

**Regd. Office:** 303, Tanishka Commercial Building, Akurli Road, Next to Growel 101 Mall, Kandivali(E), Mumbai – 400 101

**Website:** [www.hiltonmetal.com](http://www.hiltonmetal.com) ; **Email:** [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com)

**Tel No:** 022- 40426565 **Fax:** 022- 40426566

**NOTICE IS HEREBY GIVEN THAT 01/2025-26 EXTRA-ORDINARY GENERAL MEETING (“EGM / THE MEETING”) OF THE MEMBERS OF HILTON METAL FORGING LIMITED (“THE COMPANY”) WILL BE HELD ON TUESDAY, DECEMBER 02, 2025, AT 12:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:**

### **SPECIAL BUSINESS:**

#### **1. Increase in Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakh Only) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 55,00,00,000/- (Rupees Fifty-Five Crore Only) divided into 5,50,00,000 (Five Crore Fifty Lakh Only) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each, ranking *pari-passu* in all respect with the existing equity Shares of the Company as per the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Act read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to replace existing Clause V of the Memorandum of Association of the Company with the following New Clause V:

*V. The Authorised Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty-Five Crore Only) divided into 5,50,00,000 (Five Crore Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten only) each with the power to increase or decrease such share capital to divide the Shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, subject to the provisions of the Companies Act, 2013 or any statutory modification thereof or provided by the Articles of Association of the Company.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deed and things, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, including but not limited to filing of necessary e-form, submission of documents, delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, to give effect to this resolution.”

#### **2. Increase in the limits applicable for making investments in both movable and immovable properties/ assets**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to invest in, acquire, purchase, or otherwise deal in one or more tranches, by way of direct or indirect investment, in movable or immovable assets including real estate/property, gold, silver, stocks, mutual funds, bullion, commodities, and such other asset classes, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to that the **aggregate amount not exceeding a sum of Rs. 50 Crore (Rupees Fifty Crore Only)** notwithstanding that such investment(s), together with the Company's existing investments, loans, guarantees or securities, may exceed the limits prescribed under Section 186 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with or incidental to giving effect to this resolution, including delegation of all or any of its powers herein conferred to any Director(s) or Officer(s) of the Company, as may be deemed necessary in the best interest of the Company.

**3. Remuneration payable to Mr. Mohak Malhotra, Chief Financial Officer of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and pursuant to recommendations of Nomination and Remuneration Committee and the Board of Directors vide resolutions passed at their respective meetings, consent of the members be and is hereby accorded to increase the remuneration payable to Mr. Mohak Malhotra, Chief Financial Officer of the Company and being immediate relative of Mr. Yuvraj Malhotra, Chairman and Managing Director of the Company as well as the member of Promoter Group, upto an amount aggregating to Rs. 5,00,000/- (Rupees Five Lakh only) per month aggregating to Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum, excluding any out of pocket expenses, if any, for the Financial Year 2025-26 and onwards.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with or incidental to giving effect to this resolution, including delegation of all or any of its powers herein conferred to any Director(s) or Officer(s) of the Company, as may be deemed necessary in the best interest of the Company.”

**By order of the Board of Directors of**

**HILTON METAL FORGING LIMITED**

Sd/-  
**YUVRAJ MALHOTRA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00225156**

**Place: Mumbai**  
**Date: November 04, 2025**

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business matters, is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide its various circulars in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder and Various Circular passed by the Securities Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “Circulars”), have permitted the holding of EGM through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Circulars read with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), EGM of the Company is being held through VC/OAVM.

In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards, issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM 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. However, since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Company has appointed Ms. Shreya Shah, Practising Company Secretary (ACS 39409 and COP No. 15859) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to Scrutinizer email with copies marked to the Company at [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that the Notice of EGM will also be available on the Company’s website: [www.hiltonmetal.com](http://www.hiltonmetal.com), websites of the BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange Limited (“NSE”) at: <https://www.nseindia.com/> and is also available at NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members can attend and participate in the EGM through VC / OAVM facility only.
7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the 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 Registrar and Share Transfer Agent.
9. Members who wish to inspect the Statutory Registers maintained under the Companies Act, 2013 and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com). The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

10. Members of the Company holding shares either in physical form or in dematerialized forms as on **cut-off date i.e., Monday, 24<sup>th</sup> November, 2025**, will be entitled to vote on the resolutions proposed in the Notice.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. Information relating to e-voting and other instructions are as under:
  - a. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of NSDL as the Agency to provide e-voting facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
  - b. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the **cut-off date i.e. Monday, 24<sup>th</sup> November, 2025**,
  - c. **Remote e-voting will commence on Saturday, November 29, 2025 at 09:00 A.M. (IST), and will end at on Monday, December 01, 2025 till 5:00 P.M. (IST)**, thereafter remote e-voting will be blocked by NSDL.
13. The Members can join the EGM in the VC/OAVM mode 15 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 EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and 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 meeting without restriction on account of first come first served basis.
14. As per SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.
15. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, 2013 read with MCA & SEBI Circular issued from time to time

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Saturday, November 29, 2025 at 09:00 A.M. (IST), and will end at on Monday, December 01, 2025 till 5:00 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. Monday, 24<sup>th</sup> November, 2025**, 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 i.e. Monday, 24<sup>th</sup> November, 2025**.

**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 09, 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:

**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.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</li> </ol>

	<p>‘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>5. 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><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 My easi Tab and then user your existing my easi username &amp; password.</li> <li>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 is 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>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>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.
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**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.com">evoting@nsdl.com</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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***
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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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.com](mailto:evoting@nsdl.com) and email iD. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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), AADHAAR (self-attested scanned copy of Aadhaar 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 shareholder 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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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 EGM ARE AS UNDER:**

- The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the EGM 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 EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [secretarial@hiltonmetal.com](mailto:secretarial@hiltonmetal.com) before Saturday, 29<sup>th</sup> November, 2025. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

**By order of the Board of Directors of  
HILTON METAL FORGING LIMITED**

**Sd/-  
YUVRAJ MALHOTRA  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00225156**

**Place: Mumbai  
Date: November 03, 2025**

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

### **Item No. 1:**

#### **Increase in Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:**

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares as and when required, the Board of Directors of the Company via resolution passed at their meeting held on November 4, 2025 have approved and recommended to shareholders of the Company for their approval, an increase in the Authorized Share Capital of the Company from Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakh Only) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 55,00,00,000/- (Rupees Fifty-Five Crore Only) divided into 5,50,00,000 (Five Crore Fifty Lakh Only) equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each, which shall be ranking pari-passu in all respect with the existing equity shares of the Company.

In terms of the provisions of Sections 13 and 61(1)(a) of the Companies Act, 2013 ("the Act"), approval of the shareholders of the Company is sought by way of an ordinary resolutions for increase in authorised share capital and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Shareholders of the Company.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 1, except to the extent of their shareholding in the Company.

The Board recommends the **Ordinary resolution** as set out at item No.1 for approval by shareholders of the Company in terms of Section of 13, 61(1)(a) and other applicable provisions, if any of the Act.

### **Item No. 2:**

#### **Increase in the limits applicable for making investments in both movable and immovable properties/ assets**

Your Company may have surplus funds from time to time which are/ may not be immediately required for the day-to-day operations. In order to ensure optimal utilization of such funds and to generate better returns, the Company proposes to invest in movable or immovable assets including real estate/ property, gold, silver, stocks, mutual funds, bullion, commodities, and such other asset classes as the Board may deem fit.

Such investments shall be made in compliance with the provisions of the Act and any other applicable laws. These investment avenues offer potentially higher returns and can provide diversification and liquidity benefits to the Company's financial portfolio.

In terms of Section 186 of the Companies Act, 2013, approval of shareholders is required for making investments exceeding the limits prescribed therein.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 2, except to the extent of their shareholding in the Company.

The Board recommends the **Special Resolution** as set out at item No.2 for approval by shareholders of the Company in terms of Section of 186 of the Act read with relevant rules made thereunder and all other applicable Laws, if any.

### **Item No. 3:**

#### **Remuneration payable to Mr. Mohak Malhotra, Chief Financial Officer of the Company**

Mr. Mohak Malhotra is a Chief Financial Officer of the Company and is an immediate relative to Mr. Yuvraj Malhotra, Chairman and Managing Director of the Company as well as a member of Promoter Group. Section 188 (1) of the Act deals with provision related to Related Party Transactions which *inter-alia* includes related party's

appointment to any office or place of profit in the company. Proviso to Section 188 (1) further states that approval of members by an Ordinary Resolution is required if remuneration payable to related party exceeds limits prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) i.e., monthly remuneration exceeding Rs. 2,50,000/- (Rupees Two Lakh and Fifty Thousand).

The Nomination and Remuneration Committee and the Board of Directors vide resolutions passed at their respective meetings on November 04, 2025 have recommended increase upto an amount aggregating to Rs. 5,00,000/- (Rupees Five Lakh only) per month aggregating to Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum, excluding any out of pocket expenses, if any, for the Financial Year 2025-26 and onwards.

The proposed remuneration payable to Mr. Mohak Malhotra shall be on arm’s length basis and in the ordinary course of business of the Company.

Accordingly, the Board recommends the **Ordinary Resolution** as set out at item No.3 for approval by shareholders of the Company in terms of Section of 188 (1) of the Act read with rules made thereunder and all other applicable Laws, if any.

Except Mr. Yuvraj Malhotra being his immediate relative and Mr. Mohak Malhotra, none of the other Directors and/or Key Managerial Personnel of the Company are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 3

**By order of the Board of Directors of  
HILTON METAL FORGING LIMITED  
Sd/-**

**YUVRAJ MALHOTRA  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00225156**

**Place: Mumbai  
Date: November 04, 2025**