



एचएमटी लिमिटेड

HMT LIMITED

(CIN No: L29230KA1953PLC000748)

Regd. Office: HMT Bhavan, No.59, Bellary Road, Bangalore - 560 032

Ph: 080 – 23330333, Fax: 23339111, e-mail:cosey@hmtindia.com Website:www.hmtindia.com

NOTICE

Notice is hereby given that the 65th Annual General Meeting of **HMT Limited** will be held on **Friday, September 28, 2018** at 10.30 A.M.at the Registered Office of the Company at No.59, Bellary Road, Bangalore - 560 032 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements for the financial year ended March 31, 2018 and the reports of the Directors' and Auditors' thereon;
 - b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2018 and the report of Auditors' thereon;
2. To appoint a director in place of Smt. Shashi B. Srivastava (DIN. 07582574), who retires by rotation and being eligible has offered herself for re-appointment.
3. To authorize the Board of Directors to fix the remuneration of the Independent Auditors appointed by C&AG of India for the year 2018-19.

Reg. Office: No.59, Bellary Road,
Bangalore - 560032

Date: September 4, 2018

Place: Bangalore

1. The Members of the Company
2. All Directors
3. Statutory Auditors
4. Secretarial Auditor

By Order of the Board

(S Kishor Kumar)
Company Secretary

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF SUCH MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, AS PER RULE 19(2) PROVISIO OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER HOLDING MORE THAN 10% OF 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 SHAREHOLDER.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
3. Pursuant to provisions of the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume / profile of the Director eligible for re-appointment vide Item Nos. 2 is enclosed herewith.
4. Pursuant to Section 139 (5) read with Section 142 (1) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is fixed by the Company in the Annual General Meeting. The General Meeting may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2018-19 as may be deemed fit by the Board.
5. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means on all resolutions set forth in the Notice through M/s Karvy Computershare Private Limited (agency). The members, whose names appear in the Register of Members / list of Beneficial Owners as on **24 August, 2018** i.e. the cutoff date taken by the Company for dispatch of Annual Report and the Notice (including notice for e-voting) calling the Annual General Meeting. The e-voting period will commence from **September 25, 2018** at 10.00 a.m. and will end on **September 27, 2018**. The e-voting module will be disabled on **September 27, 2018 at 05.00 P.M.** The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately along with necessary user id and password. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. 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. **September 20, 2018**. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
6. In case of Joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote.

7. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy Computershare Pvt Ltd.
8. The Share Transfer Books and Register of Members of the Company shall remain closed from **September 21, 2018 to September 28, 2018** (both days inclusive) in connection with the AGM.
9. The Company has appointed Shri S. Viswanathan, Practicing Company Secretary to act as a scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. 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. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website and on the website of the agency within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.
10. Proxies duly stamped and signed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. The prescribed Proxy Form is enclosed.
11. Members are requested to bring their attendance slips duly mentioning details of their DP ID and Client ID/ Folio No and signed.
12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
13. None of the Directors of the Company are related to each other in any way.

Members are requested to register their email-ids at the earliest to support the Company's Green initiative and for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically. In case of shareholders holding shares in electronic form, details may be sent to their respective DP. Shareholders holding shares in physical form are requested to send email details to our RTA, M/s Karvy Computershare Private Limited.

14. The facility for voting through ballot paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

15. The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
16. Members holding shares in physical form are advised to submit their PAN and bank details to our Registrar and Share Transfer Agent (STA), Karvy Computershare Private Limited. Further, Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of SEBI (LODR) Regulations 2015 vide Notification dated 8th June 2018 and in terms of said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository after 5th December 2018.
17. Members may visit the website of the Company www.hmtindia.com for more information on the Company. Route-map of the AGM venue is also annexed.
18. The Company has assigned an e-mail ID: cosey@hmtindia.com to enable investors to register their complaints, if not adequately addressed by the STA.
19. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least ten days in advance of the AGM so that the replies may be made available at the AGM.
20. Members are requested to note that no gifts will be distributed at the venue of the AGM.

Reg. Office: No.59, Bellary Road,
Bangalore - 560032

By Order of the Board

Date: September 4, 2018
Place: Bangalore

(S Kishor Kumar)
Company Secretary

BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT / RE-APPOINTMENT AS PER SEBI (LODR) REGULATIONS, 2015

Director seeking re-appointment in this AGM

SMT. SHASHI B. SRIVASTAVA

Smt. Shashi B. Srivastava, aged 55 years is an IDAS and has been appointed as Director (Finance) of HMT Limited for a period of five years and has taken over charge of the post on 1st July, 2016.

She belongs to 1989 Batch of civil services and has recently done MBA Finance from Australia. She has rich experience in Finance, Accounts, Audit, HR, Project Financing and Computerisation. She has worked with DRDO, Army, Air Force and Ordnance Factory Board. She has also worked as Director Finance, HR and project in NCR Planning Board, Ministry of Urban Development.

Smt. Shashi B. Srivastava does not hold any shares in HMT.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

- I. Remote e-voting: In compliance with 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 the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) ___ followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “___” i.e., ‘ HMT LIMITED’.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: **cs_viswanathan@yahoo.com** with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – ____ (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B Srinivas , Manager (Unit: HMT Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at email ID : einward.ris@karvy.com and evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy’s toll free No. 1-800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- c. The remote e-voting period commences on **September 25, 2018** (10.00 a.m. IST) and ends on **September 27, 2018** (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 20, 2018**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **September 20, 2018**.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., **September 20, 2018**, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

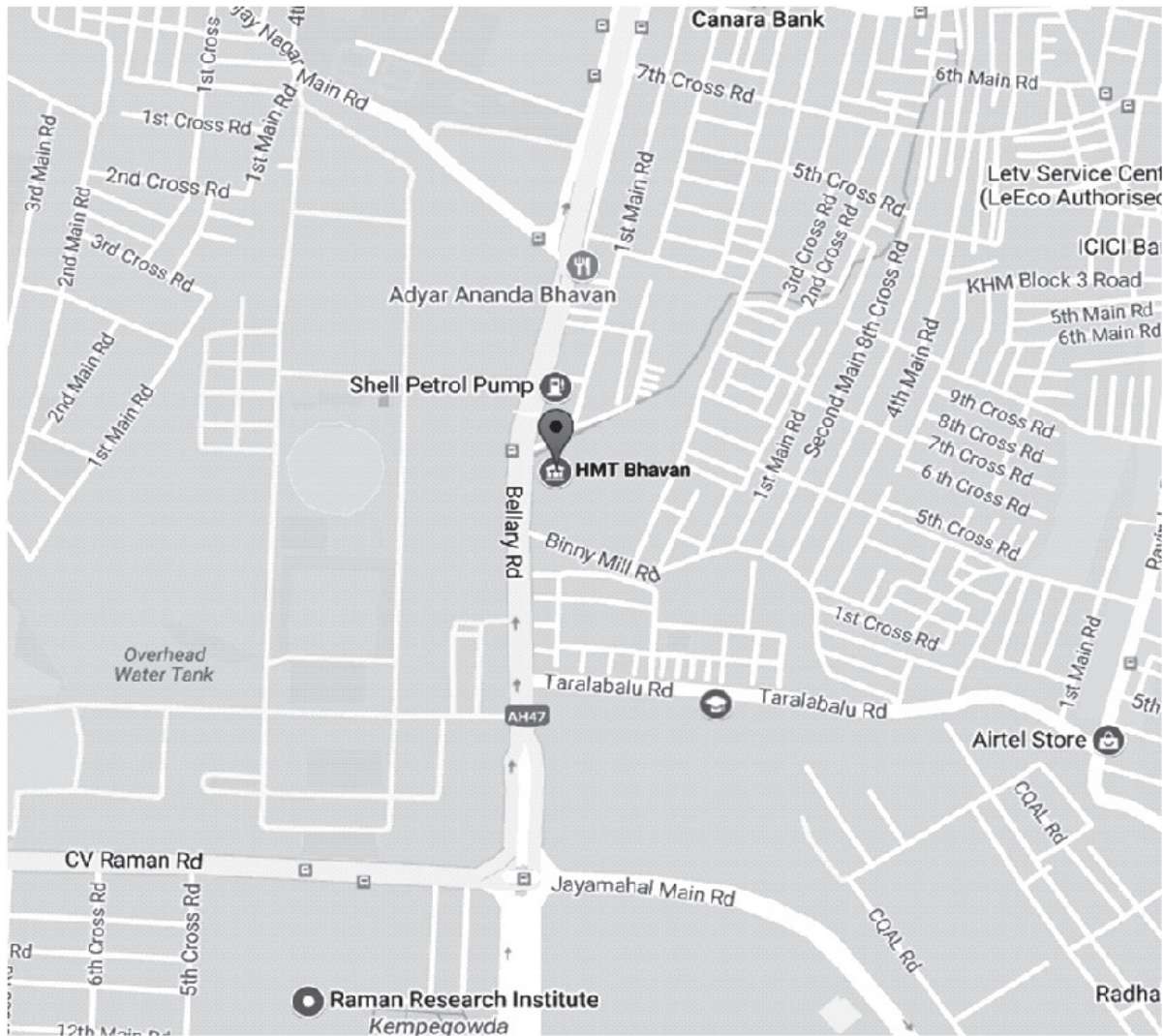
Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

Route Map for **65th Annual General Meeting of HMT Limited**
at the Registered Office of the Company at No. 59, Bellary Road, Bangalore-560 032

Prominent land mark: Near Mekhri Circle





ATTENDANCE SLIP

No. 59, Bellary Road, Bangalore - 560 032

I, hereby record my presence at the 65th Annual General Meeting at the Registered Office of the Company at **10:30 a.m. on Friday, September 28, 2018**

Name of the Attending Member
(in Block Letters)

DP. Id*	
---------	--

Members' Folio Number	
-----------------------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

Name of Proxy
(in Block Letters, to be filled in if the Proxy attends instead of the Member).

* Member's/Proxy's Signature

* To be signed at the time of handing over this slip.



(Tear here)



HMT LIMITED

PROXY FORM

DP. Id*	
---------	--

Members' Folio Number	
-----------------------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

I / We
of
being a Member/Members of HMT Limited hereby appoint
..... of
or failing him
of
or failing him
as my/our Proxy in my/our absence to attend and vote for me/us, and on my/our behalf, at the 65th Annual General Meeting of the Company, to be held at **10:30 a.m. on Friday, September 28, 2018**, and at any adjournment thereof.

Signed by the said

Affix One Rupee Revenue Stamp
--

Note : The Proxy Form must be deposited at the Registered Office of the Company at No. 59, Bellary Road, Bangalore 560 032, not less than 48 hours before the time for holding the meeting.