



एचएमटी लिमिटेड

HMT LIMITED

(CIN No: L29230KA1953GOI000748)

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 66th Annual General Meeting of **HMT Limited** will be held on **Monday, September 30, 2019** 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, 2019 and the reports of the Directors' and Auditors' thereon;
 - b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2019 and the report of Auditors' thereon;
2. To appoint a director in place of Shri S. Girish Kumar (DIN : 03385073), who retires by rotation and being eligible has offered himself 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 2019-20.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri. Pravin Agrawal (DIN: 05277383), who was appointed as Part time Official Director pursuant to Article 67 of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 15.03.2019 to hold office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Smt. Neera Tomar (DIN No. 08401336), who was appointed as Non-Official Independent Director pursuant to Article 67 of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 27.03.2019 to hold office upto the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation.”

By Order of the Board

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

Date: September 4, 2019
Place: Bangalore

(S Kishor Kumar)
Company Secretary

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

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 appointment / re-appointment vide Item Nos. 2, 4 & 5 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 members may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2019-20 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 Fintech Private Limited (agency). The members, whose names appear in the Register of Members / list of Beneficial Owners as on **August 30, 2019** i.e. the date taken by the Company for dispatch of Annual Report and the Notice calling the Annual General Meeting. The e-voting period will commence from **September 26, 2019** at 10.00 a.m. and will end on **September 29, 2019**. The e-voting module will be disabled on **September 29, 2019 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 23, 2019**. 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 are advised to submit their PAN and bank details to our Registrar and Share Transfer Agent (RTA), Karvy Fintech Private Limited
8. The Share Transfer Books and Register of Members of the Company shall remain closed from **September 24, 2019 to September 30, 2019** (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, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total number of votes cast in favour of or against or invalid if any, not later than 48 hours after the conclusion of the AGM to

the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be available on the Company's website and on the website of M/s. Karvy Fintech Private Limited (Agency) and same shall 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 Fintech 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 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. Hence the members are requested to dematerialize their physical holding.
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 RTA.
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.

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

The following explanatory statement sets out the material facts relating to the business mentioned in Item No. 4 to 5 of the accompanying Notice.

ITEM NO.4

Shri. Pravin Agrawal (DIN. 05277383) was appointed as Part time Official Director on the Board of the Company by the President of India and accordingly was appointed as an Additional Director pursuant to Article 67(D) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 15.03.2019 and holds Office upto the date of this Annual General Meeting.

As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri. Pravin Agrawal (DIN. 05277383) for the Office of Part time Official Director of the Company.

Shri. Pravin Agrawal, if appointed, shall be liable to retire by rotation. Shri. Pravin Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act. 2013.

Except Shri. Pravin Agrawal, being the appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4

The Board recommends the resolution for approval of the Shareholders.

ITEM NO.5

Smt. Neera Tomar (DIN. 08401336) was appointed as Non-Official Independent Director on the Board of the Company by the President of India and accordingly was appointed as an Additional Director pursuant to Article 67(D) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 27.03.2019 and holds Office upto the date of this Annual General Meeting.

As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Smt. Neera Tomar (DIN. 08401336) for the Office of Independent Director of the Company.

Smt. Neera Tomar, if appointed, shall not be liable to retire by rotation. Smt. Neera Tomar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act. 2013.

Except Smt. Neera Tomar, being the appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5

The Board recommends the resolution for approval of the Shareholders.

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

By Order of the Board

Date: September 4, 2019

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

SHRI. S. GIRISH KUMAR

At the ensuing Annual General Meeting, Shri S.Girish Kumar, Chairman & Managing Director retires by rotation and being eligible offers himself for reappointment. Shri S.Girish Kumar shall continue to hold his office of Chairman & Managing Director, and the reappointment as such director shall not be deemed to constitute a break in his office of Chairman & Managing Director.

Shri S.Girish Kumar, aged 58 years has assumed charge of the post of Chairman & Managing Director of HMT Limited w.e.f 21st April, 2017 for a period of five years. He is a B.Sc (Engineering) from the College of Engineering, Trivandrum in the year 1983, MBA from the Cochin University and Post Graduate Diploma in Computer Applications from Model Engineering College, Ernakulum. He has worked as Lecturer for a short period in Palghat Engineering College and joined HMT in 1984 as Specialist Trainee. He served for about 21 years in the Engineering Department in HMT Machine Tools, Kalamassery. Handled, MIS functions for one

year in HMT Machine Tools Directorate, Bangalore. He was heading the Sales Engineering Department for four years in HMT Machine Tools Ltd., Kalamassery, before joining HMT (International) Ltd as Managing Director on 23rd December, 2010 upto 20.04.2017.

Shri. S. Girish Kumar is holding Chairman & Managing Director (Additional Charge) of Hindustan Photo Films Mfg Co. Ltd, Ooty, Listed entity and not holding membership/chairmanship of Committee of the Board in other listed entities.

Shri S.Girish Kumar does not hold any shares in HMT and No relationship shared between Directors inter-se and Key Managerial Personnel of the Company.

Directors seeking appointment in this AGM

SHRI. PRAVIN AGRAWAL

Shri Pravin Agrawal, aged 51 years, is Joint Secretary in the Department of Heavy Industry, Government of India. An Indian Forest Service Officer (1994 Batch), Shri Pravin Agrawal is a commonwealth scholar & holds post graduate degree in sustainable development, public policy and management from different global universities.

Shri Pravin Agrawal also a part time Board of Director on the Boards of few CPSEs like HMT group, HEC, etc. He has varied experience in the field of Public policy and Governance issues. He has been nominated by U.S. Department of State for its prestigious fellowship "International Visitors Leadership programme" on Border Trade issues during 1995.

Shri Pravin Agrawal is working on the policy environment of Automobile sector since his joining in Department of Heavy Industry from March, 2015. He is the main architect of FAME India Policy. He is responsible for implementation of recently launched scheme on Electric Mobility/ FAME-II Scheme.

Shri. Pravin Agrawal is holding directorship in listed entity i.e. Tide Water Oil Co. Ltd and not holding membership/chairmanship of Committee of the Board in other listed entities.

Shri. Pravin Agrawal does not hold any shares in HMT and No relationship shared between Directors inter-se and Key Managerial Personnel of the Company.

SMT. NEERA TOMAR

Smt. Neera Tomar, aged 58 years holding Bachelor of Arts from Kurukshetra University & Bachelor of Education from Maharshi Dayanand University, Haryana has worked as Sanskrit Teacher in Dayanand Public School, Faridabad from 1982 to 1994 & served as Municipal Councilor in Municipal Corporation of Faridabad, Haryana from 1994 to 1999.

Smt. Neera Tomar is an active member of various N.G.Os. .i.e. Convener in NGO "Durga Vahini" worked on the issues related to drug abuse in the slum areas. Vice President in Global Welfare Organisation, a NGO which works for providing clean drinking water and tackling sanitation issue in accordance with "Swatch Bharat Abhiyaan". In "Haryana Mahila Kalyaan Samiti", Smt. Neera Tomar is working in the field of upliftment of women conditions in the state. Smt. Neera Tomar does not hold the position of Director in any other Listed Entity.

Smt. Neera Tomar is not holding Membership/Chairmanship in Committee of the Board in other listed entities.

Smt. Neera Tomar does not hold any shares in HMT and No relationship shared between Directors inter-se and Key Managerial Personnel of the Company.

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 Fintech 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) **XXXX** 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 "EVENT" 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 – **XXXX** (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. **The facility for voting through Ballot shall be made available at the Meeting.** 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.

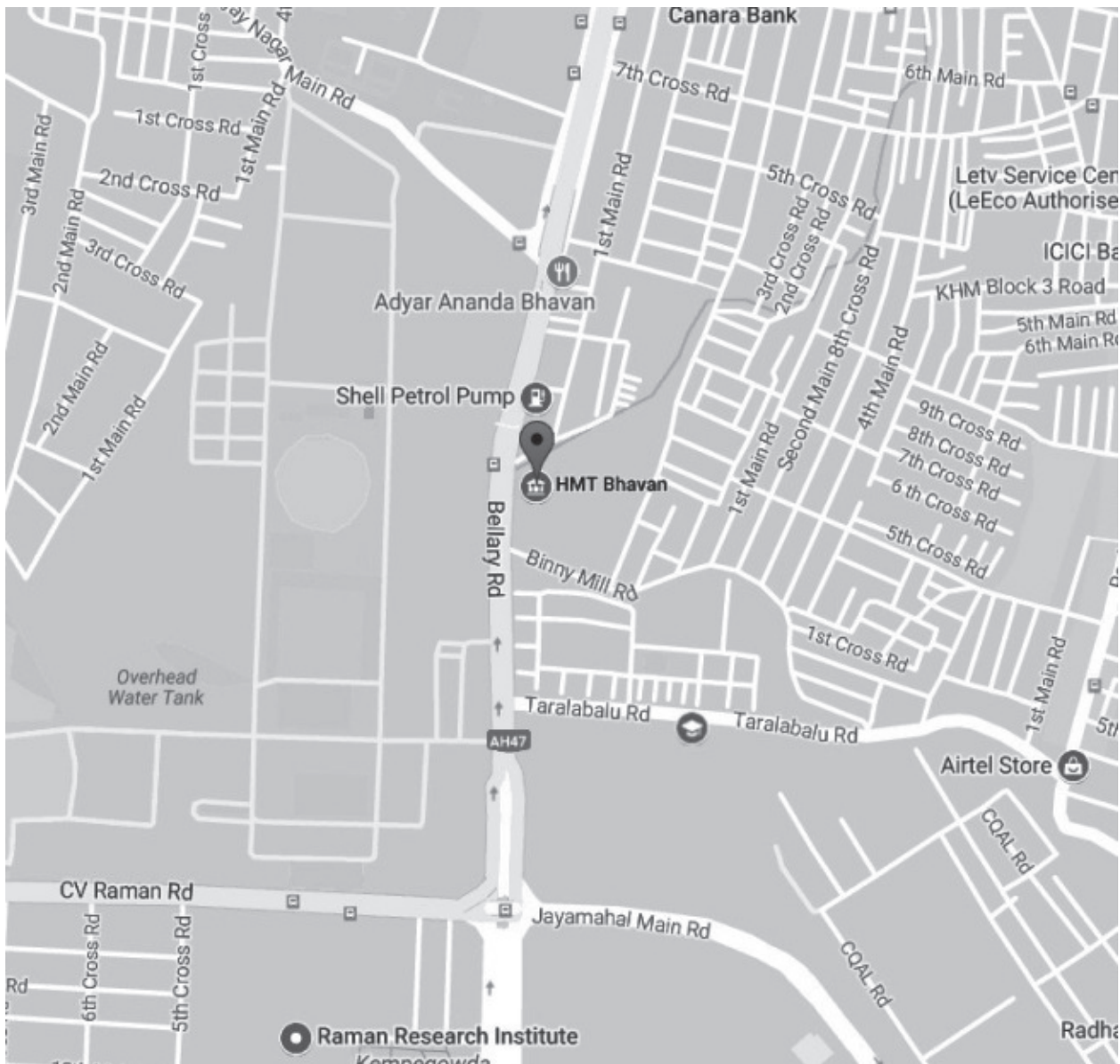
A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

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 **Fintech** 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 26, 2019** (10.00 a.m. IST) and ends on **September 29, 2019** (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 23, 2019**, 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 23, 2019**.
- 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 23, 2019**, 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 sendSMS: **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 **66th 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





HMT LIMITED

No. 59, Bellary Road, Bangalore - 560 032

ATTENDANCE SLIP

I, hereby record my presence at the 66th Annual General Meeting at the Registered Office of the Company at **10:30 a.m. on Monday, September 30, 2019**

Name of the Attending Member
(in Block Letters)

DP. Id*	
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Members' Folio Number	
-----------------------	--

Client Id*	
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No. of Shares	
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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	
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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 66th Annual General Meeting of the Company, to be held at **10:30 a.m. on Monday, September 30, 2019**, and at any adjournment thereof.

Signed by the said

Affix One Rupee Revenue Stamp
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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.