


एचएमटी लिमिटेड
HMT LIMITED

(CIN No: L29230KA1953GOI000748)

Regd. Office: HMT Bhavan, No.59, Bellary Road, Banaglore - 560032

Ph: 080 – 23330333, Fax: 23339111, E-mail: cosey@hmtindia.com

Website: www.hmtindia.com

NOTICE

Notice is hereby given that the 67th Annual General Meeting of **HMT Limited** will be held on **Friday, November 20, 2020** at 10.30 A.M IST through Video Conferencing / Other Audio Visual Means to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements for the financial year ended March 31,2020 and the reports of the Directors' and Auditors' thereon;
 - b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2020 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 2020-21.

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. Shashank Priya (DIN: 08538400), 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. 01.10.2019 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 Ms. Sujata Sharma (DIN: 08863845) 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. 30.09.2020 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.”
6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri. R.Vishweshwar Bhat (DIN No. 07271510), 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. 27.01.2020 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.”

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

“RESOLVED THAT Shri. Ramji Lal (DIN No.08690278), 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. 05.02.2020 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.”

8. To consider and, if thought fit, to pass with or without modifications the following as a **Special Resolution:**

“RESOLVED THAT in reconfirmation of the resolution passed at the Extra-Ordinary General Meeting of the Company held on 21st July, 2004, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act,2013 & Articles of Association of the Company, to the Board of Director of the Company to borrow from time to time any sum or sums of money together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; provided that the total amount of moneys borrowed by the Company shall not at any time exceed the limit of Rs.1100,00,00,000/- (Rupees One Thousand One hundred Crores only)”

By Order of the Board

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

(S Kishor Kumar)
Company Secretary

Date: October 23, 2020
Place: Bangalore

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

Notes:-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM herein after called as “e-AGM”. The deemed venue for the AGM shall be the registered office of the Company.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 which set out the details relating to Special Business at the AGM is annexed hereto and forms part of the notice as **Annexure A**.
3. Pursuant to provisions of the Regulations 26 (4) & 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume / profile of the Directors eligible for appointment / re-appointment vide Item Nos. 2, 4 to 7 is enclosed herewith as **Annexure B**.
4. Company has appointed M/s KFin Technologies Private Limited (“KFin”) (Formerly Karvy Fintech Private Limited), Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM. Members can attend the meeting through log in credentials provided to them to connect to Video conference. The instructions for e-AGM through Video Conference & remote e-voting / e-voting during the AGM are appended to this Notice as **Annexure C**.
5. The Company has fixed **November 13, 2020** as the ‘Cut-off Date’ to record the entitlement of the shareholders to cast their voting through remote e-voting/ e-voting during the AGM. 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. The remote e-voting period will commence from **November 17, 2020 at 9.00 a.m.** IST and will end on **November 19, 2020 at 5.00 p.m.** IST. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM 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. Since this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. 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. KFin Technologies Pvt. Ltd (e-voting Agency) and same shall be communicated to the stock exchanges.

8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
9. The Share Transfer Books and Register of Members of the Company shall remain closed from **November 14, 2020 to November 20, 2020** (both days inclusive) in connection with the AGM.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website, www.hmtindia.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of M/s KFin Technologies Pvt. Ltd, at <https://evoting.kfintech.com>.
12. 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 2020-21 as may be deemed fit by the Board.
13. 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 (DP) 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), M/s. KFin Technologies Pvt. Ltd (Formerly Karvy Fintech Private Limited).
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the directors are interested and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
16. 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 Depository Participants (DP). Shareholders holding shares in physical form are requested to send email details to our RTA, M/s KFin Technologies Pvt. Ltd.

i. For temporary registration of email address for receipt of Notice, Annual Report and e-voting instructions:

- a. Visit the link https://ris.kfintech.com/email_registration/
- b. Select the company name i.e. HMT Limited.
- c. Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.

- d. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- e. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held.
- f. Enter the email address and Mobile No. System will check the authenticity of DPID-CLIENT ID/ Physical Folio No. and PAN/ Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- g. Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- h. The Company through its Registrar & Transfer Agent, M/s.KFin Technologies Private Limited will send the Notice, Annual Report and the e-voting instructions along with the User ID and Password to the email address given.

ii. For registering/updating your email address with the Company permanently and to keep receiving all communication electronically:

- a. Members holding shares in physical mode may send an e-mail request addressed to cosey@hmtindia.com or to M/s.KFin Technologies Private Limited at einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder (mentioning the email address & Mobile No.), self-attested copy of PAN and a copy of the share certificate to enable M/s. KFin Technologies Private Limited to register their e-mail address.
- b. Members holding shares in dematerialized mode are requested to register/ update their email addresses with their respective Depository Participant.

iii. In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-345-4001.

17. 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.
18. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.
19. Members may visit the website of the Company www.hmtindia.com for more information on the Company.
20. 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.
21. 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.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
24. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders

holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

25. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice

**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 8 of the accompanying Notice.

ITEM NO.4

Shri. Shashank Priya (DIN.08538400) 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. 01.10.2019 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. Shashank Priya (DIN. 08538400) for the Office of Part time Official Director of the Company.

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

Except Shri. Shashank Priya, 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

Ms. Sujata Sharma (DIN: 08863845) 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. 30.09.2020 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 Ms. Sujata Sharma (DIN: 08863845) for the office of Part time Official Director of the Company.

Ms. Sujata Sharma (DIN: 08863845), if appointed, shall be liable to retire by rotation. Ms. Sujata Sharma (DIN: 08863845) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act. 2013.

Except Ms. Sujata Sharma, 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.

ITEM NO.6

Shri. R.Vishweshwar Bhat (DIN No. 07271510) 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. 27.01.2020 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. R.Vishweshwar Bhat (DIN No. 07271510) for the Office of Independent Director of the Company.

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

Except Shri. R.Vishweshwar Bhat, 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. 6

The Board recommends the resolution for approval of the Shareholders.

ITEM NO.7

Shri. Ramji Lal (DIN No.08690278) 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. 05.02.2020 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. Ramji Lal (DIN No. 08690278) for the Office of Independent Director of the Company.

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

Except Shri. Ramji Lal, 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. 7

The Board recommends the resolution for approval of the Shareholders.

ITEM NO.8

At the Extra-Ordinary General Meeting held on 21st July, 2004, the Members of the Company had passed the necessary resolution under the provisions of Section 293(1)(d) of the Companies Act, 1956 granting the borrowing powers to the Board of Directors to borrow sum or sums of money upto a limit of Rs.1100 crores. The provisions of Section 180(1)(c) of the Companies Act, 2013, which came into force from 12th September, 2013 inter alia provides for passing of a Special Resolution for such borrowing powers to the Board of Directors. Further, it is mandatory to pass resolution under section 180 (1) (c) of the Companies Act, 2013 for the resolution passed in the earlier General Meeting. Therefore, the Board of Directors proposes to seek a fresh mandate by way of Special Resolution proposed to be passed in the forthcoming Annual General Meeting.

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. 8

The Board recommends the resolution for approval of the Shareholders.

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

By Order of the Board

(S Kishor Kumar)
Company Secretary

Date: October 23, 2020

Place: Bangalore

**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 59 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. SHASHANK PRIYA**

Shri Shashank Priya has been appointed as Part-time Official Director on the Board of HMT Limited w.e.f. 01.10.2019. He is presently posted as Additional Secretary and Financial Adviser (AS&FA) in the Ministry of Commerce and Industry (holding the additional charge of AS&FA of Department of Heavy Industry), Government of India.

Shri Shashank Priya, M.A., LL.B, aged 54 years is a Civil Servant belonging to 1988 batch of IRS (C&CE). Prior to joining the Ministry of Commerce and Industry as Additional Secretary, Shri Shashank Priya worked as Joint Secretary in the GST Council. He has more than 31 years of experience of dealing with issues relating to Indirect Tax and WTO. He has also worked in different fields of Customs and Central Excise such as Central Excise Division, Anti-Smuggling, Appraising, Vigilance and Export Promotion. He has acted as a resource person for several reputed institutions and made numerous presentations on GST and WTO issues before national and international audience in India and abroad.

Shri. Shashank Priya is holding directorship in MMTC Ltd, State Trading Corporation of India Ltd, Bharat Heavy Electricals Ltd, listed entities and Member of Audit Committee of the Board in MMTC and State Trading Corporation of India Ltd and also Member of Risk Management Committee of the Board of Bharat Heavy Electricals Ltd., listed entities.

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

MS. SUJATA SHARMA

Ms. Sujata Sharma has been appointed as Part-time Official Director on the Board of HMT Limited w.e.f. 30.09.2020. Ms. Sujata Sharma belongs to the Indian Economic Service (IES), 1986 batch. She is presently posted as Senior Economic Adviser in the Ministry of Heavy Industries and Public Enterprises, Department of Heavy Industry, Government of India. Prior to taking charge of Senior Economic Adviser in Department of Heavy Industry, she was Economic Adviser, Ministry of Panchayati Raj.

Ms. Sujata Sharma aged 59 years is a Post Graduate from Lucknow University and Post Graduate Diploma in Development Studies from the Institute of Developing Economies Advanced School, Tokyo, Japan. She has also participated in the Advanced Professional Programme in Public Administration (APPPA) from the Indian Institute of Public Administration for an M.Phil Degree.

Ms. Sujata Sharma had worked in erstwhile Planning Commission and some Ministries related to the social and rural development sectors. The experience included coordination with States with regard to assessment of Plan Schemes of the States and release of Central Assistance, financial resources for States for the Plans, monitoring of the resources and schemes of the States, analysis of States budgets. She has a rich experience in the development issues relating to the inclusive growth, social justice and empowerment of the disadvantaged and marginalized sections of society. She also handled matters relating to policy intervention, capacity building, financial support for the strengthening of Panchayati Raj system in the country.

Ms. Sujata Sharma is holding directorship in Hindustan Cables Ltd, Listed entity.

Ms. Sujata Sharma does not hold any shares in HMT and No relationship shared between Directors inter-se and Key Managerial Personnel of the Company.

SHRI. R.VISHWESHWAR BHAT

Shri R.Vishweshwar Bhat has been appointed as Non-Official Independent Director on the Board of HMT Limited w.e.f. 27.01.2020 for a period of three years.

Shri R.Vishweshwar Bhat aged 53 years, Graduated BSc from Karnataka College, MSc (Geology) and MA (Mass Communication & Journalism) from Karnataka University, Dharwad, Karnataka, Diploma in International Journalism from Thomson Foundation, Cardiff Wales, UK & Diploma in Development Journalism from Ecumenical Christian Centre, Bangalore.

Shri R.Vishweshwar Bhat is presently Managing Director of Vishwakshara Media Private Ltd and Editor in Chief, Vishwavani, Kannada Daily.

Shri R.Vishweshwar Bhat has more than 20 years of work experience in the field of Mass Communication & Journalism. Worked as Editor in Chief of Suvarna News Channel, Kannada Prabha from 2011 to May 2015, Executive Managing Editor in Vijaya Karnataka from 2001 to 2010 etc. He also worked as Assistant Professor in Asian College of Journalism & Officer on Special Duty to Union Minister for Tourism & Culture, Government of India, New Delhi for three years. He has written more than 3500 articles, feature, profiles in various newspaper and magazines and also authored 65 books including 8 books on Journalism. He has also travelled across the world and visited 62 countries. He has received various awards including Rajyothsava Award instituted by Government of Karnataka during the year 2005.

Shri. R.Vishweshwar Bhat is not holding Directorship/Membership Committee of the Board in other listed entities.

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

SHRI. RAMJI LAL

Shri. Ramji Lal aged 51 years Graduated B.Com from Dayalbagh University, Agra and a Fellow member of the Institute of Chartered Accountant of India, New Delhi in the year 1997, having rich experience of more than 20 years of audit in many PSU Banks, Government Departments & Authorities, Firms, Companies etc,.

He is presently Practicing Chartered Accountant, Director of Urban Co-operative Bank, Mainpuri, Member of District Fee Regulatory Samiti, Mainpuri & Auditor of Canara Bank, IDBI Bank and Bank of Baroda, District Coordinator, Goswami Samaj Mainpuri, Legal Representative of District Hospital, Mainpuri etc.

He possesses professional experience in the field of Statutory Branch Audit of PSU Banks, Income Tax, Service Tax, GST, Authorised Legal Advisor etc. He has travelled across the world.

Shri. Ramji Lal is not holding Directorship/Membership Committee of the Board in other listed entities.

Shri. Ramji Lal 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 ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE, REMOTE E-VOTING AND E-VOTING DURING THE E-AGM SESSION

I. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE

1. Attending e-AGM through Video Conference: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the “video conference” and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
2. 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.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. AGM Questions prior to e-AGM: Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com> and click on “Post your Questions” and may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that only questions of the members holding the shares as on cut-off date will be considered. Posting of the questions shall commence on **November 17, 2020** at 9.00 AM IST and shall close on **November 18, 2020** at 5.00 PM IST.
7. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.
8. Speaker Registration during e-AGM session: In case of decision to allow the Q&A session in the meeting, member may log into <https://emeetings.kfintech.com> and click on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on **November 17, 2020** at 9.00 AM IST and shall close on **November 18, 2020** at 5.00 PM IST.

II. REMOTE E-VOTING

In terms of the provisions of section 108 of the Companies Act 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting

system, to members holding shares as on **November 13, 2020** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by M/s. KFin Technologies Private Limited (“KFin”) or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. HMT Limited
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at cs_viswanathan@yahoo.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘CORPORATE NAME_EVENT No.’
- xii. Members can cast their vote online from **November 17, 2020** (9.00 a.m. IST) till **November 19, 2020** (5.00 p.m. IST). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 345 4001 (toll free).

III. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE E-AGM SESSION

1. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM 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 available during the e-AGM.

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