



(CIN No: L29230KA1953GOI000748)

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

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ADDENDUM TO THE NOTICE OF 69TH ANNUAL GENERAL MEETING

Addendum to the Notice dated 6th September, 2022 convening 69th Annual General Meeting of HMT Limited scheduled to be held on Friday, 30th September, 2022 at 10:30 A.M (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM):

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Notice is hereby given to the Members of HMT Limited that, the following item of business is added in the aforesaid Notice as an Item of Special Business as Item No. 5 and this addendum shall deemed to be a part of Notice of AGM dated 6th September, 2022.

Special Business:

Item No. 5: To approve the appointment of Dr. Renuka Mishra (DIN: 08635835) as Government Nominee Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 12th September 2022, Dr. Renuka Mishra (DIN:08635835), be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India”

By Order of the Board of Directors

Date: 19th September, 2022

Place: Bangalore

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

Sd/-

**(S Kishor Kumar)
Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as proposed above to be transacted at the 69th AGM is annexed hereto. Brief Resume of the Director seeking appointment in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings, is also annexed hereto.

2. This addendum to the Notice of 69th AGM is available on the Company's website at www.hmtindia.com and on the websites of stock exchanges i.e. BSE, NSE at www.bseindia.com and www.nseindia.com respectively and also on the website of M/s KFin Technologies Limited ("KFin") (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>.

3. All other notes, processes and instructions related to remote e-voting, e-voting at AGM and attending the AGM through VC as set out in the Notice of 69th AGM shall mutatis-mutandis apply to the resolution proposed in this Addendum to the notice.

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ANNEXURE TO THE NOTICE

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying addendum to the Notice of 69th AGM.

ITEM No. 5 - To approve the appointment of Dr. Renuka Mishra (DIN: 08635835) as Government Nominee Director of the Company

In terms of the Articles of Association of the Company, the President of India is vested with the power to appoint the Directors of the Company from time to time and also shall determine the terms of office of such Directors.

Ministry of Heavy Industries vide its order dated 12th September 2022, appointed Dr. Renuka Mishra (DIN: 08635835), Economic Adviser, Ministry of Heavy Industries as Government Nominee Director of the Company, until further order. Accordingly, Dr. Renuka Mishra has been inducted on the Board of Directors of the Company as a Government Nominee Director/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., 12th September 2022 subject to approval by the shareholders of the Company.

Further pursuant to SEBI (LODR) Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularization of the appointment of Dr. Renuka Mishra as Government Nominee Director on the same terms and conditions as determined by the Government of India.

Nomination & Remuneration Committee of the Board of Directors has recommended to the members, the appointment of Dr. Renuka Mishra as Government Nominee Director of the Company.

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

Dr. Renuka Mishra does not hold any shares in HMT Limited. None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 5 as an Ordinary Resolution.

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

By Order of the Board of Directors

Sd/-

Date: 19th September, 2022
Place: Bangalore

(S Kishor Kumar)
Company Secretary

BRIEF RESUME OF DIRECTOR PROPOSED FOR APPOINTMENT PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

DR. RENUKA MISHRA

Dr. Renuka Mishra has been appointed as Government Nominee Director on the Board of HMT Limited w.e.f. 12.09.2022. She is presently posted as Economic Adviser in Ministry of Heavy Industries, Government of India.

Dr. Renuka Mishra, PhD, MA (Economics), aged 50 years is an officer of Indian Economic Service (2003 Batch) has more than 15 years of experience, previously served in offices of Government of India at Office of Development Commissioner (MSME), Department of Economic affairs, Department of Commerce, Ministry of Overseas Indian Affairs, Ministry of Finance, Ministry of Human Resource Development and Department of Higher Education. She involved in formulation and implementation of national development and regulatory policies of Government of India. Successfully completed all high-profile assignments (International Financial Regulatory Dialogues with Japan, UK, US and Iran, Dialogues at the national level with Sovereign Credit Rating Agencies such as Moody's Investors Service, Standards & Poor etc., Dialogues with World Bank for Technical Education Quality Improvement Programme) working under different Ministries of Government of India. Led the 'India-US Financial Regulatory Dialogue' in 2018. Led the team in 2017 when the Moody's investor Services upgraded the Sovereign Credit Rating of India. Dr. Renuka Mishra has been regular author of many articles/papers published in various journals/magazines on the areas covering taxation, forestry, renewal energy, climate change and vulnerability of women.

Dr. Renuka Mishra currently holding directorship in Cement Corporation of India, Engineering Projects (India) Ltd, NEPA Limited, Rajasthan Electronics & Instruments Ltd, HMT Machine Tools Limited and HMT (International) Limited. Member of Stakeholders Relationship Committee, Nomination and Remuneration Committee & Audit Committee of the Board in NEPA Ltd.

Dr. Renuka Mishra does not hold any shares in HMT, either in her individual capacity or on a beneficial basis for any other person and No relationship shared between Directors inter-se and Key Managerial Personnel of the Company.

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