



एचएमटी लिमिटेड
HMT LIMITED

(CIN No: L29230KA1953GOI000748)

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

Ph: 080 – 23330333, e-mail: cosey@hmtindia.com

Website: www.hmtindia.com

NOTICE

Notice is hereby given that the 72nd Annual General Meeting of the members of HMT Limited will be held on **Friday, November 7, 2025 at 11.00 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, 2025 and the reports of the Directors' and Auditors' thereon;
 - b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2025 and the report of Auditors' thereon;
2. To appoint a director in place of Shri. Rajesh Kohli (DIN:10333951), 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 2025-26.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Heavy Industries order dated 28th March, 2025, Dr. Kartik Chandulal Bhadra (DIN: 09453387), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and on the terms and conditions as stipulated by the Government of India.”
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Heavy Industries order dated 07th July 2025, Shri. Datania Dineshbhai Ramjibhai (DIN: 11193263), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and on the terms and conditions as stipulated by the Government of India.”

6. 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Ministry of Heavy Industries order dated 14th July 2025, Shri. Prem Chandra Maurya (DIN: 11198433), 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.”

7. 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the basis of the recommendation of the Board of Directors of the Company, M/s. M & A Associates (FRN: P2019WB076400), a peer reviewed firm of Practicing Company Secretaries be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive Financial years commencing from the financial year 2025-26 to till the financial year 2029-30, on such terms & conditions as approved by the Board of Directors of the Company.”

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

**By Order of the Board
For HMT Limited**

Sd/-

Date: 13.10.2025
Place: Bengaluru

**(S Kishor Kumar)
Company Secretary**

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

Notes: -

1. Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 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 sets 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, 5 & 6 is enclosed herewith as **Annexure B**.
4. The Company has appointed M/s KFin Technologies Limited (“KFinTech”), 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 login credentials provided to them to connect to Video conference. The instructions for attending 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 **October 31, 2025** 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 04, 2025 at 9.00 a.m. IST** and will end on **November 06, 2025 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. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting by VC but shall not be entitled to cast their vote again.
7. 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.
8. The Company has appointed Shri D. Venkateswarlu, 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 Ltd (e-voting agency) and same shall be communicated to the stock exchanges.
9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
10. The Share Transfer Books and Register of Members of the Company shall remain closed from **November 01, 2025 to November 07, 2025** (both days inclusive) in connection with the AGM.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 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 Ltd, at <https://evoting.kfintech.com>.

13. 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 of Directors to fix up an appropriate remuneration of Auditors for the year 2025-26 as may be deemed fit by the Board.
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. Members seeking to inspect such documents can send an e-mail to cosey@hmtindia.com
16. The Members holding shares in electronic form are requested to update PAN, Address with PIN, Email, mobile number, bank account details and nomination details with their Depository Participants (DPs) with whom they are maintaining their demat accounts.

Members holding shares in physical form are requested to advise for any change/updates to M/s KFin Technologies Limited. We draw your kind attention that SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023, Master circular dated May 7, 2024 and June, 10, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details excepting nomination choice (viz., PAN; Contact Details; Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode. However, you are requested to still update the "choice of Nomination" to secure your holdings for smooth transmission of securities and prevent accumulation benefits in future .

Accordingly, as mandated vide captioned circulars, the dividend payable against your holdings are liable to be withheld if the KYC details are not updated against your holding.

For the purpose of updation of KYC details against your folio, you are requested to download the forms & SEBI Circulars, which are uploaded on the website of Kfin Technologies Limited - <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Please forward the duly executed KYC documents in any of the following modes to our RTA, M/s. KFin Technologies Limited (Unit: HMT), Selenium Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

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

- a. Physical shareholders are hereby notified to update the KYC details if not already updated. KYC Forms can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. The Physical KYC Forms along with self attested supporting proof to be forwarded to : Kfin Technologies Limited, Address Selenium Building, Tower-B, Plot No 31& 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032 Or may contact M/s. KFin Technologies Limited at einward.ris@kfintech.com
- b. Members holding shares in dematerialized mode are requested to register/ update their email addresses with their respective Depository Participant.

ii. In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.

17. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
18. Members may visit the website of the Company www.hmtindia.com for more information on the Company.
19. 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.
20. Queries on accounts and operations of the Company, if any, may please be sent to the Company atleast ten days in advance of the AGM so that the replies may be made available at the AGM.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. Upto 2000 members will be able to join on a FIFO basis to the e-AGM.
23. 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.

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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, 5, 6 & 7 of the accompanying Notice.

ITEM NO.4

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 28th March, 2025, has conveyed approval of competent authority for appointment of Dr. Kartik Chandulal Bhadra as Non-Official Independent Director on the Board of Directors of HMT Limited for a period of one year, from the date of notification of his appointment, or until further orders, whichever is earlier. Accordingly, pursuant to Article 67(D) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013, Dr. Kartik Chandulal Bhadra (DIN: 09453387) has been inducted as Non-Official Independent/Independent Director on the Board of Directors of the Company w.e.f., 01st April, 2025 and holds office upto the date of this Annual General Meeting.

Further, pursuant to SEBI (LODR) Regulations, 2015, every public sector listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting. Therefore, approval of the shareholders is sought for regularization of the appointment of Dr. Kartik Chandulal Bhadra as Independent Director on the same terms and conditions as determined by the Government of India.

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

Dr. Kartik Chandulal Bhadra does not hold any shares in HMT Limited. Except Dr. Kartik Chandulal Bhadra being an appointee, 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. 4 as a Special Resolution.

The Board recommends the resolution for approval of the Shareholders.

ITEM NO.5

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 07th July, 2025, has conveyed approval of competent authority for appointment of Shri. Datania Dineshbhai Ramjibhai as Non-Official Independent Director on the Board of Directors of HMT Limited for a period of three years, from the date of notification of his appointment, or until further orders, whichever is earlier. Accordingly, pursuant to Article 67(D) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013, subsequent to the obtaining of Director Identification Number, Shri. Datania Dineshbhai Ramjibhai (DIN: 11193263) has been inducted as Non-Official Independent/Independent Director on the Board of Directors of the

Company w.e.f., 15th July, 2025 and holds office upto the date of this Annual General Meeting.

Further pursuant to SEBI (LODR) Regulations, 2015, every public sector listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting. Therefore, approval of the shareholders is sought for regularization of the appointment of Shri. Datania Dineshbhai Ramjibhai as Independent Director on the same terms and conditions as determined by the Government of India.

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

Shri. Datania Dineshbhai Ramjibhai does not hold any shares in HMT Limited. Except Shri. Datania Dineshbhai Ramjibhai being an appointee, 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 a Special Resolution.

The Board recommends the resolution for approval of the Shareholders.

ITEM NO.6

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 14th July, 2025, appointed Shri. Prem Chandra Maurya (DIN: 11198433), Joint Secretary, Ministry of Heavy Industries as Government Nominee Director of the Company, until further orders. Accordingly, Shri. Prem Chandra Maurya 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, subsequent to the obtaining of Director Identification Number, w.e.f., 17th July 2025 and holds office upto the date of this Annual General Meeting.

Further pursuant to SEBI (LODR) Regulations, 2015, every public sector listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting. Therefore, approval of the shareholders is sought for regularization of the appointment of Shri. Prem Chandra Maurya as Government Nominee Director on the same terms and conditions as determined by the Government of India.

The Nomination & Remuneration Committee of the Board of Directors has recommended the appointment of Shri. Prem Chandra Maurya as Government Nominee Director of the Company.

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

Shri. Prem Chandra Maurya does not hold any shares in HMT Limited. Except Shri. Prem Chandra Maurya being an appointee, 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. 6 as an Ordinary Resolution.

The Board recommends the resolution for approval of the Shareholders.

ITEM NO.7

The amended Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 alongwith other applicable statutory provisions as well as circulars issued by SEBI in this regard, w.e.f. 01.04.2025,) requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors of your Company at its meeting held on 29.09.2025 has considering the experience and expertise, recommended to the members, appointment of M/s. M & A Associates, a peer reviewed firm of Practicing Company Secretaries, (Registration Number: P2019WB076400) as Secretarial Auditor for a term of five consecutive Financial years commencing from the FY 2025-26 to till the FY 2029-30 and the proposed fees & terms of appointment are below. M/s. M & A Associates, Practicing Company Secretaries are selected through tender process by the Company.

The proposed fee is as under:

FY2025-26	FY2026-27	FY2027-28	FY2028-29	FY2029-30
Rs. 35000	Rs. 40000	Rs. 45000	Rs. 50000	Rs. 55000

The proposed fee is inclusive of all charges, out-of-pocket expenses etc., excluding GST.

M/s. M & A Associates, is a reputed firm of Practicing Company Secretaries with its office in Bengaluru has consented to be appointed as Secretarial Auditors, if appointed and has confirmed that, its appointment will be in accordance with Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024 and other relevant applicable SEBI Circulars issued in this regard. M/s. M & A Associates have confirmed that:-

- (a) they are eligible for appointment as the Secretarial Auditor;
- (b) they have not incurred any disqualification specified by the Securities and Exchange Board of India; and
- (c) they are peer reviewed in terms of the guidelines issued by ICSI.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 7 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 7.

The Board of Directors of your Company recommends the Ordinary resolution as set out at Item No. 7 of this Notice for approval of the Shareholders.

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

**By Order of the Board
For HMT Limited**

Sd/-

Date: 13.10.2025
Place: Bengaluru

**(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. RAJESH KOHLI**

Shri. Rajesh Kohli, Executive Director, Bharat Heavy Electricals Limited (BHEL), has been entrusted with the additional charge of the post of Chairman & Managing Director, HMT Limited by the Ministry of Heavy Industries w.e.f. 05.04.2024 (A/N) for a period of one year or till the joining of a regular incumbent, or until further orders, whichever is earliest, subject to the ex-post facto approval of the Appointments Committee of the Cabinet (ACC). Ministry of Heavy Industries vide its Order dated 28th April, 2025 and 26th June, 2025 has extended the entrustment of additional charge of the post of Chairman & Managing Director of HMT Limited to Shri. Rajesh Kohli for a period w.e.f. 05th April, 2025 to 30th June, 2025 and for a period beyond 30th June, 2025 to 24th March, 2026 i.e. date of his attaining the age of superannuation in BHEL respectively, or till the joining of a regular incumbent, or until further orders, whichever is earliest, subject to the approval of the Appointment Committee of the Cabinet (ACC).

Shri. Rajesh Kohli, aged 59, is Executive Director in M/s. Bharat Heavy Electricals Limited (BHEL). Shri. Rajesh Kohli is a Mechanical Engineer with Honours from N.I.T Kurukshetra (Haryana) with more than 37 years of industry experience. He joined BHEL's Heavy Electrical Equipment Plant at Haridwar (Uttarakhand) in 1987. He has worked in diverse areas of advanced technologies like Superconducting machines, large electrical machines and defence business at BHEL including R&D, and IPR portfolios.

He joined BHEL Corporate Office at New Delhi in 2016 in Corporate Technology Management division. He carries a wide exposure in international practices of Original Equipment Manufacturers and state-of-art technologies. His recent charge as Executive Director with BHEL at its Corporate Office, New Delhi included diverse roles including Technology Licensing, Joint Ventures, M&A, R&D & Innovation Strategy, Knowledge Management, Cost Optimisation etc. Under his leadership, BHEL successfully forged partnerships with global OEMs in diverse business areas; and working on new partnerships in hydrogen value chain, coal to chemicals and Rail transportation areas.

Recently, he pursued to promote BHEL's in-house technology for coal gasification and its further conversion to chemicals for diverse industrial use, leading to BHEL signing an Agreement with Coal India Limited for a Joint Venture Company. He worked actively on many other such alliances for furthering BHEL's interest in diversifying its portfolio. He actively worked with the management fraternity, under the aegis of All India Management Association. He is a certified Total Quality Management Assessor and also a certified Product Lifecycle Management (PLM) Lead through CIMDATA USA.

Shri. Rajesh Kohli is not holding Directorship/Membership in Committees of the Board in other listed entities. Shri. Rajesh Kohli is holding the additional charge of posts of Chairman & Managing Director in HMT Machine Tools Limited, HMT (International) Limited and HMT Watches Limited, Subsidiary Companies and is holding directorship in Raichur Power Corporation Limited.

Shri. Rajesh Kohli does not hold any shares in HMT Limited, either in his individual capacity or on a beneficial basis for any other person and no relationship is shared between Directors inter-se and Key Managerial Personnel of the Company.

Directors seeking appointment in this AGM

DR. KARTIK CHANDULAL BHADRA

Dr. Kartik Chandulal Bhadra (DIN: 09453387) has been appointed as Non-Official Independent Director on the Board of HMT Limited w.e.f. 01st April, 2025 and for a period of one year from the date of Government Order dated 28th March, 2025, or until further order, whichever is earlier.

Dr. Kartik Chandulal Bhadra is an MBBS, DCH and is a Pediatrician Doctor in Kalarav Children Hospital in Valsad, Gujarat since 1991.

He is an eminent pediatrician of South Gujarat and has a well-equipped Hospital with state-of-the-art facilities where he has been practicing medicine and serving the community for the past 29 years. He was the President of Indian Medical Association of Valsad and has also been the President of Indian Academy of Pediatrics, Valsad for five consecutive years.

He is a philanthropist who believes in serving the society and strengthening the community as demonstrated by his numerous initiatives. He is actively associated with more than 10 social organisations. He is the Vice President trustee of Vidhyabharti affiliated school "Shree Saraswati Shishu Mandir" where over 800 students from lower socioeconomic status come to receive an education of a higher standard. He is actively doing so many programmes for parents on the subject 'IDEAL PARENTING FOR NATION BUILDING". He is a Motivational Speaker for Doctors on the subject – Ideal Life of a Doctor". He is a Poet and has written poetries in HINDI, GUJARATI and KUTCHHI language and taken part as a poet in many Kavi Sammelan with PATRIOTISM as the main subject.

He is a HIMALAYAN TREKKER and GOOD STAGE ARTIST (acting) also. He has established UDAN (Unnat Desh-Adarsh Nagrik) foundation, a unique awareness programme managed and operated by him and his patriotic team of stalwarts from different spheres of life.

Dr. Kartik Chandulal Bhadra is not holding directorship in other Companies.

Dr. Kartik Chandulal Bhadra does not hold any shares in HMT Limited, either in his individual capacity or on a beneficial basis for any other person and no relationship is shared between Directors inter-se and Key Managerial Personnel of the Company.

SHRI. DATANIA DINESHBHAI RAMJIBHAI

Shri. Datania Dineshbhai Ramjibhai (DIN: 11193263) has been appointed as Non-Official Independent Director on the Board of HMT Limited w.e.f. 15th July, 2025 and for a period of three years from the date of Government Order dated 07th July 2025, or until further order, whichever is earlier.

Shri. Datania Dineshbhai Ramjibhai, aged 60 years holds Bachelor of Commerce from Gujarat University. Shri. Datania Dineshbhai Ramjibhai is an active full time Social Worker and Agriculturist. He has completed Entrepreneurship Development program from Entrepreneurship Development Institute of India, Gujarat. Participated in the Interstate Training Program of Farmers from Anand district (Gujarat) to Gurukul Kurukshetra (Haryana) & Rajasthan on Natural Farming and Advanced Agriculture / Horticulture Technology under Gujarat Prakritik Krushi Vikas Board in 2023. On "Natural Farming" subject, he has given participation in M/s. Natural Farming Training Institute Gurukul, Kurukshetra & also from Gujarat Vidyapith, Krishi Vigyan Kendra (Agriculture Science Center) in 2023.

Shri. Datania Dineshbhai Ramjibhai held the position of Secretary in M/s Lal Darwaja Cooperative Credit Society, Khambhat, Gujarat from 1989 to 1993 and ORG. Secretary of BJP, Ahmedabad City, Gandhinagar

District, Kheda District, Gujarat from March 1995 to 2004 and served as Secretary of BJP State OBC Morcha from 2006 to 2010.

Shri. Datania Dineshbhai Ramjibhai is not holding directorships in other Companies.

Shri. Datania Dineshbhai Ramjibhai does not hold any shares in HMT Limited, either in his individual capacity or on a beneficial basis for any other person and no relationship is shared between Directors inter-se and Key Managerial Personnel of the Company.

SHRI. PREM CHANDRA MAURYA

Shri. Prem Chandra Maurya (DIN: 11198433) has been appointed as Government Nominee Director on the Board of HMT Limited w.e.f. 17th July, 2025. He belongs to 1995 batch of Indian Revenue Service. Presently Joint Secretary in Ministry of Heavy Industries, Government of India.

Shri. Prem Chandra Maurya, aged 57 years, holds a Bachelor of Arts from Allahabad University. Joined the Income Tax Department in 1995 and held various positions in Central Government including Deputy Director (Investigation)/Deputy Commissioner, Additional Director (Investigation) with Settlement Commission of Income Tax (ITSC), CIT in National Faceless Assessment Centre, Delhi, Additional Director (Investigation) in SFIO, a Department of Ministry of Corporate Affairs and Principal Commissioner of Income Tax (PCIT).

Shri. Prem Chandra Maurya has 29 years of rich experience in handling Tax Administration and Investigation which includes representation of tax matters before Tribunal, Head of range in Income Tax, exposure of working in faceless assessment directorate as CIT, exposure of working in Income Tax Department as PCIT, Investigation in various matters in Serious Fraud Investigation Office etc.

Shri. Prem Chandra Maurya is not holding Directorship/Membership in Committees of the Board in other listed entities. Shri. Prem Chandra Maurya is holding directorship in Rajasthan Electronics and Instruments Limited, Cement Corporation of India Limited, Bridge & Roof Company (India) Limited, HMT Machine Tools Limited, HMT (International) Limited and HMT Watches Limited.

Shri. Prem Chandra Maurya does not hold any shares in HMT Limited, either in his individual capacity or on a beneficial basis for any other person and No relationship is shared between Directors inter-se and Key Managerial Personnel of the Company.

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PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING, ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE AND E-VOTING DURING THE E-AGM SESSION

A. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

- I. Instructions for remote e-voting by Individual shareholders holding shares of the company in Demat mode.

As per SEBI circular on e-voting Facility, dated December 9, 2020, all individual shareholders holding shares of the Company in the demat mode can cast their vote, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Accordingly, the procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit https://web.cdslindia.com/myeasitoken/home/login or Click on the “Login” icon and opt for “My Easi New (Token)” (only applicable when using the URL www.cdslindia.com) II. Login with your registered user id and password. III. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. IV. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login II. Proceed with completing the required fields. III. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com. click on E voting. II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress
<p>Individual Shareholders holding securities in demat mode with CDSL Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Individual Members who are voting through the facilities provided by their Depository Participants, contact their respective Depository Participants on their helpline/contact details.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 18002109911

II Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) In case of Members receiving an e-mail from KFintech [applicable to members whose email IDs are registered with the Company / Depository Participant(s)]:

- i. Launch an internet browser and open <https://evoting.kfintech.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) 9269, 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 KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering the above details Click on - Login.
- iv. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to 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. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVEN of 'HMT Limited' and click on 'Submit'.
- vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cutoff Date i.e. **October 31, 2025** 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.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- viii. 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.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. 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).

xi. 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: venkat_acs@yahoo.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

(B) In case of Members who have not registered their e-mail address:

- i. Please follow the steps for registration of e-mail address as mentioned in Notes to the AGM Notice.
- ii. Please follow all steps above to cast your vote by electronic means after registration of Email ID.

III. In case of any queries, you may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available in the downloads section of KFintech's website <https://evoting.kfintech.com> or contact Ms. Swati Reddy (Unit: HMT LIMITED), at einward.ris@kfintech.com and evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. Members who have acquired shares after the dispatch of the Annual Report and on or before the cut-off date i.e. **October 31, 2025**, may obtain the User ID and Password for exercising their right to vote by electronic means as follows:

- a. If the e-mail or mobile number of the member is registered against Folio No./ DP ID Client ID:

The member may send SMS: MYEPWD <space> 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> 92691234567

OR

The member may go to the home page of <https://evoting.kfintech.com>, and click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- b) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at einward.ris@kfintech.com.

B. INSTRUCTIONS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE AND E-VOTING DURING THE E-AGM SESSION

1. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com/> by clicking "Video Conference tab" and login through the user id and password provided in the mail received from KFintech. The link for the AGM will be available in the shareholder/members login where the "Event" and the "Name of the company" can be selected. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who have not registered their e-mail address or 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 this Notice.

2. The facility for joining the AGM shall open 30 minutes before the scheduled time for commencement of the AGM
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser) for better experience.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who may want to express their views or ask questions may visit <https://emeetings.kfintech.com/> and click on the tab **“Post Your Questions”** to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active from **November 02, 2025 at 9:00 am IST to November 03, 2025 at 5:00 pm IST.**
7. In addition to the above mentioned step, the Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. Accordingly, the Members may visit <https://emeetings.kfintech.com/> and click on **‘Speaker Registration’** during the period from **November 04, 2025 at 9:00 am IST to November 05, 2025 at 5:00 pm IST.** The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon (“Thumb sign”) on the left side of the screen to cast their votes.
9. **Members who may require any technical assistance or support before or during the AGM are requested to contact M/s. KFin Technologies Limited at toll free number 1-800-309- 4001 or write to them at evoting@kfintech.com.**

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