



HMT LIMITED

(CIN No: L29230KA1953PLC000748)

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

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

NOTICE

Notice is hereby given that the 62nd Annual General Meeting of **HMT Limited** will be held on **Wednesday, September 30, 2015** at **10.30 A.M.** at the Registered Office of the Company at No.59, Bellary Road, Banaglore-560 032 to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements for the financial year ended March 31, 2015 and the reports of the Directors' and Auditors' thereon;
 - b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2015 and the report of Auditors' thereon;
2. To appoint a director in place of P. Sivarami Reddy (DIN 02678958), 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 Auditors' for the year 2015-16.

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 Vishvajit Sahay (DIN. 06840620), who was appointed as an Additional Director pursuant to Article 67(4) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 03.02.2015 to hold office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, pursuant to the provisions of Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

By Order of the Board

(Subash B. K.)
Company Secretary

Date: 03-09-2015

Place: Bangalore

Notes:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF SUCH MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, AS PER RULE 19(2) PROVISIO OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
3. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
4. Brief resume of each of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships/ chairmanships of Board Committees, Shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report and also accompanying this notice.
5. Pursuant to Section 139 (5) read with Section 142 (1) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is fixed by the Company in the Annual General Meeting. The General Meeting may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2015-16 as may be deemed fit by the Board.
6. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means through M/s Karvy Computershare Private Limited. The members, whose names appear in the Register of Members / list of Beneficial Owners as on August 28, 2015 i.e. the cut off date taken by the Company for dispatch of Annual Report and the Notice (including notice for e-voting) calling the Annual General Meeting will be eligible to vote for the purpose of E-voting / AGM. The e-voting period will commence from Sunday, September 27, 2015 at 9.00 A.M. and will end on Tuesday, September 29, 2015 at 6.00 P.M. The e-voting module will be disabled on September 29, 2015 after 6.00 P.M.. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately alongwith necessary user id and password. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of

shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 28.08.2015.

7. In case of Joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
9. The Share Transfer Books and Register of Members of the Company shall remain closed from 22.09.2015 to 30.09.2015 (Both days inclusive) in connection with the AGM.
10. The Company has appointed Shri D. Venkateswarlu to act as a scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.
11. Proxies duly stamped and signed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
12. None of the Directors of the Company are related to each other in any way.

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

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 of the accompanying Notice dated September 3, 2015.

ITEM NO - 4

Shri Vishvajit Sahay (DIN. 06840620), was appointed as Government Nominee Director of the Company by the President of India vide letter F.No.5(8)/2010-P.E.X dated February 3, 2015 and accordingly was appointed as an Additional Director pursuant to Article 67(4) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 03.02.2015 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 Vishvajit Sahay (DIN. 06840620) for the Office of Director of the Company.

Shri Vishvajit Sahay if appointed, shall not be liable to retire by rotation.

Shri Vishvajit Sahay is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act. 2013.

Except Shri Vishvajit Sahay (DIN. 06840620), being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No - 4.

The Board recommends the resolution for approval of the Shareholders.

By order of Board of Directors,

(Subash B.K)

Company Secretary

Place: Bangalore

Date: 03.09.2015

Brief Resume of Directors proposed for appointment / re-appointment as per listing agreement [(clause 49 VIII(E) (1)(a))

SHRI VISHVAJIT SAHAY

Shri Vishvajit Sahay, aged 48 years was inducted as Part-Time Official Director on the Board of HMT w.e.f February 3, 2015. Shri Vishvajit Sahay is a IDAS 1990 batch officer. He has worked in various capacities as Director (Films), Ministry of Information and Broadcasting, Finance Manager in Acquisition Wing, Ministry of Defence, Sr. Dy. Controller General of Defence Accounts (Admn), Joint Controller General of Defence Accounts and at present he holds a post of Joint Secretary, Department of Heavy Industry.

Shri Vishvajit Sahay does not hold any shares in HMT.

SHRI P. SIVARAMI REDDY

Shri P.Sivarami Reddy aged 57 years was inducted as Director (Operations & Finance) on the Board of HMT with effect from 26.05.2014. A Mechanical Engineer graduate with Master in Business Administration in Marketing Management has served in various capacities for nearly 3 decades in different Units of HMT Group. Before joining HMT he worked in two private companies in Hyderabad from 1980 to 1983.

Shri P.Sivarami Reddy does not hold any shares in HMT Ltd.

IMPORTANT COMMUNICATION TO MEMBERS

Across the world, there is an increasing focus on doing our bit to help save our environment from further degradation. The Green initiative is an attempt to reduce consumption of paper by making use of electronic communication, in turn prevent deforestation and thereby contribute to a cleaner and healthier environment. It will also ensure prompt receipt of communication and avoid losses in transit.

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this initiative, we had requested our members last year to register their email-id with their Depository Participant / Company's Registrar & Share Transfer Agents which will enable us to provide shareholder communication in electronic form.

In response to our request, several Members have expressed their support to the initiative, by registering their email-id and we express our sincere appreciation of their gesture. It is once again requested that Members who have not registered their email addresses, so far, to register their email-id with their Depository Participant / Company's Registrar & Share Transfer Agents to support this green initiative of the Government in full measure.

Members who hold shares in physical form are requested to fill the appropriate information in the form below and register the same with Karvy Computershare Private Limited (Unit – HMT Limited), No. 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad – 500 034.

We are sure that you appreciate the Green Initiative taken up by the Ministry of Corporate Affairs and trust that you will support your Company's desire to participate in it.

HMT LIMITED

No. 59, Bellary Road, Bangalore - 560 032

FORM FOR REGISTERING E-MAIL ID FOR RECEIVING DOCUMENTS/NOTICES BY ELECTRONIC MODE

In terms of Circular No. 17/2011 dated April 21, 2011 issued by Ministry of Corporate Affairs, Government of India

Name of the Shareholder (In Block letters) including Joint holders, if any	
Registered Folio Number/DP 1D/CL ID Nos.	
Email- ID	
Signature of the Shareholder	