

एच एम टी लिमिटेड

(भारत सरकार का उपक्रम)

एच एम टी भवन,

59, बेल्लारी रोड,

बैंगलोर - 560 032, भारत

फोन : 91-80-23330333

फैक्स : 91-80-23339111

ई-मेल : cho@hmtindia.com

वेब साईट : www.hmtindia.com

hmt

HMT LIMITED

(A Govt. of India Undertaking)

HMT BHAVAN

59, Bellary Road,

Bangalore - 560 032, INDIA

Phone: 91-80-23330333

Fax: 91-80-23339111

E-mail: cho@hmtindia.com

Website: www.hmtindia.com

सी आई एन CIN : U29230KA1953PTC000748

पंजीकृत कार्यालय : 59, बेल्लारी रोड, बैंगलोर - 560 032, भारत

Registered Office : 59, Bellary Road, Bangalore - 560 032, INDIA

Secl. S-6

November 21, 2017

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

25th Floor, Dalal Street

Mumbai - 400 001, India

National Stock Exchange of India Limited

"Exchange Plaza"

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051

Dear Sir/Madam,

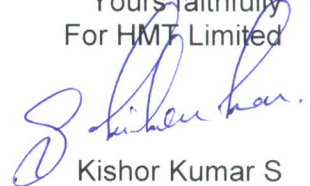
Sub: 64th Annual General Meeting of HMT Ltd and Book Closure dates

We would like to inform you that the 64th Annual General Meeting of HMT Limited will be held on **Wednesday, December 13, 2017 at 10.30 A.M.** at the Registered Office of the Company at No.59, Bellary Road, Bangalore - 560 032

The Register of Members and Share Transfer Books will be closed from 7.12.2017 to 13.12.2017 (both days Inclusive) in connection with the AGM.

This is for your information and record.

Yours faithfully
For HMT Limited



Kishor Kumar S
Asst. Company Secretary

Encls: As above



एचएमटी लिमिटेड

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 Website:www.hmtindia.com

NOTICE

Notice is hereby given that the 64th Annual General Meeting of **HMT Limited** will be held on **Wednesday, December 13, 2017** at 10.30 A.M.at the Registered Office of the Company at No.59, Bellary Road, Bangalore - 560 032 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements for the financial year ended March 31, 2017 and the reports of the Directors' and Auditors' thereon;
 - b. The Audited Consolidated Financial Statements for the financial year ended March 31, 2017 and the report of Auditors' thereon;
2. To appoint a director in place of Dr. Subhash Chandra Pandey (DIN. 01613073), 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 2017-18.

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. Ravindra Singh (DIN. 00475462), 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. 02.02.2017 to hold office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company not liable to retire by rotation."

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

Date: November 18, 2017

Place: Bangalore

By Order of the Board

(S Kishor Kumar)
Company Secretary

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

Notes :-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF SUCH MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, AS PER RULE 19(2) PROVISIO OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
3. 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 the Director 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 Regulation 36 of the SEBI (LODR) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
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 2017-18 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 Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means through M/s Karvy Computershare Private Limited. The members, whose names appear in the Register of Members / list of Beneficial Owners as on 17th November, 2017 i.e. the cutoff 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 December 10, 2017 at 10.00 a.m. and will end on December 12, 2017. The e-voting module will be disabled on December 12, 2017 at 06.00 P.M. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately along with necessary user id and password. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. December 6, 2017.
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 Computershare Pvt Ltd.
9. The Share Transfer Books and Register of Members of the Company shall remain closed from December 7, 2017 to December 13, 2017 (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. Members are requested to bring their attendance slips duly mentioning details of their DP ID and Client ID/ Folio No and signed.
13. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
14. 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 18th November 2017.

ITEM NO.4

Shri. Ravindra Singh (DIN. 00475462) was appointed as Non-Official Independent Director on the Board of the Company by the President of India vide letter No. 5(42)/2007-P.E.X dated 2nd February, 2017 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. 02.02.2017 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. Ravindra Singh (DIN. 00475462) for the Office of Independent Director of the Company.

Shri. Ravindra Singh, if appointed, shall not be liable to retire by rotation.

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

Except Shri. Ravindra Singh, 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.

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

By Order of the Board

Date: November 18, 2017
Place: Bangalore

(S Kishor Kumar)
Company Secretary

BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT / RE-APPOINTMENT AS PER SEBI (LODR) REGULATIONS, 2015

Directors seeking re-appointment in this AGM

DR SUBHASH CHANDRA PANDEY

Dr. Subhash Chandra Pandey, aged 57 years, AS & FS was inducted as Part Time Official Director on the Board of HMT Limited by President of India and has taken over charge of the post on April 13, 2016. As an Officer of Indian Audit & Accounts Service Department, 1983 batch, he has handled Government Accounts, State Audit, Defence and Commercial Audit, training in Information Technology Audit. As DS/ Director/OSD in the Ministry of Finance (10 year) he has been involved in various Union & State budgets. He holds a doctorate in Mathematics from Lucknow University in the area of Operation, Research and Nonlinear Programming.

Dr. Subhash Chandra Pandey does not hold any shares in HMT Ltd.

Directors seeking appointment in this AGM

SHRI RAVINDRA SINGH

Shri Ravindra Singh, aged 62 years is an IAS (UP 1979 batch) specialized in Corporate Administration. Shri Ravindra Singh has been appointed as the Independent Director of HMT Limited for a period of Three year with effect from 02nd February, 2017. Shri Ravindra Singh was a Secretary to the Government of India, Ministry of Culture, New Delhi from 01.05.2012 to 30.4.2015 and also served as Advisor to Governor, Uttarakhand.

Shri Ravindra Singh has vast experience in the area of infrastructure development related to Industrial, export, tourism & transport, industrial townships, Airport, Expressways, PWD Roads & Building's, Urban Infrastructure etc.

Shri. Ravindra Singh does not hold any shares in HMT.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING & INSTAPOLL

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also

choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email_scrutinizerhmt@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

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

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact B Srinivas (Unit: HMT Limited) of Karvy

Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-3454-001 for any further clarifications.

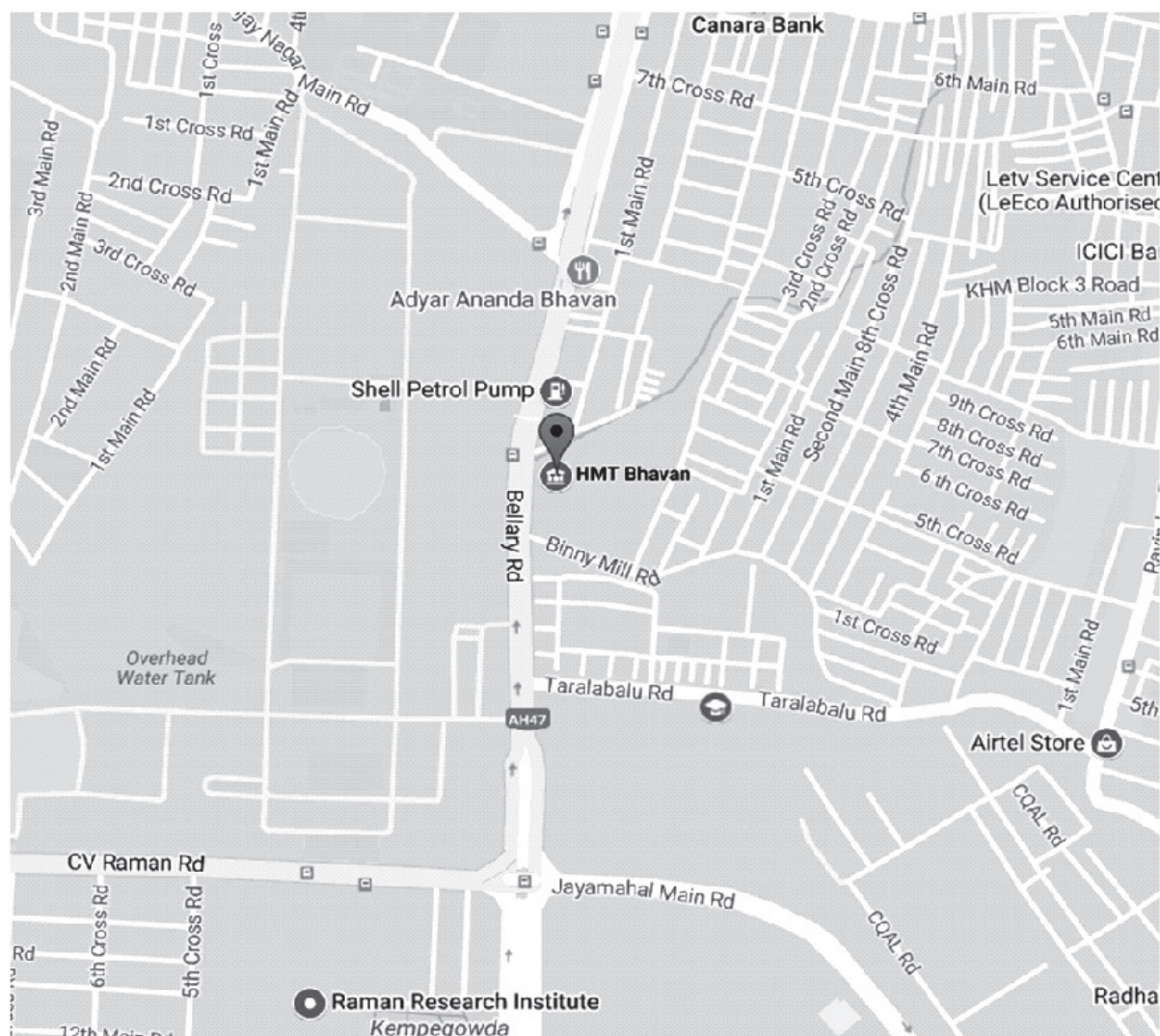
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on December 10, 2017 (10.00 am) and ends on December 12, 2017 (06.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 6, 2017 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. December 6, 2017.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., December 6, 2017, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

Prominent land mark: Near Mekhri Circle





HMT LIMITED

No. 59, Bellary Road, Bangalore - 560 032

ATTENDANCE SLIP

I, hereby record my presence at the 64th Annual General Meeting at the Registered Office of the Company at **10:30 a.m. on Wednesday, December 13, 2017**

Name of the Attending Member
(in Block Letters)

DP. Id*

Members' Folio Number

Client Id*

No. of Shares

Name of Proxy
(in Block Letters, to be filled in if the Proxy attends instead of the Member).

* Member's/Proxy's Signature

* To be signed at the time of handing over this slip.



(Tear here)



HMT LIMITED

PROXY FORM

DP. Id*

Members' Folio Number

Client Id*

No. of Shares

I / We
of
being a Member/Members of HMT Limited hereby appoint
..... of
or failing him
of
or failing him
as my/our Proxy in my/our absence to attend and vote for me/us, and on my/our behalf, at the 64th Annual General Meeting of the Company, to be held at **10:30 a.m. on Wednesday, December 13, 2017**, and at any adjournment thereof.

Signed by the said

Affix
One Rupee
Revenue
Stamp

Note : The Proxy Form must be deposited at the Registered Office of the Company at No. 59, Bellary Road, Bangalore 560 032, not less than 48 hours before the time for holding the meeting.