



## ಎಚ್‌ಎಂಟಿ ಲಿಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)  
ಎಚ್‌ಎಂಟಿ ಭವನ, ನಂ. 59, ಬೆಲ್ಲಾರಿ ರಸ್ತೆ  
ಬೆಂಗಳೂರು - 560 032, ಭಾರತ  
ದೂರವಾಣಿ : 91-80-23330333  
ಫ್ಯಾಕ್ಸ್ : 91-80-23339111  
ಈ-ಮೇಲ್ : cho@hmtindia.com  
ವೆಬ್‌ಸೈಟ್ : www.hmtindia.com

## एच एम टी लिमिटेड

(भारत सरकार का उपक्रम)  
एच एम टी भवन, 59, बेल्लारी रोड  
बेंगलूर - 560 032, भारत  
फोन : 91-80-23330333  
फैक्स : 91-80-23339111  
ई-मेल : cho@hmtindia.com  
वेब साईट : www.hmtindia.com



## HMT LIMITED

(A Govt. of India Undertaking)  
HMT BHAVAN, 59, Bellary Road  
Bangalore - 560 032, INDIA  
Ph : 91-80-23330333  
Fax: 91-80-23339111  
E-mail: cho@hmtindia.com  
Website : www.hmtindia.com

Secl. S-12

5<sup>th</sup> June, 2020

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai – 400 001  
Scrip Code: 500191

National Stock Exchange of India Limited  
“Exchange Plaza”  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
Scrip Code: HMT

Dear Sir/Madam,

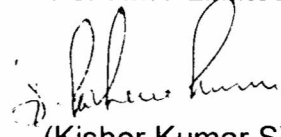
Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 & Regulation 24A of SEBI (LODR) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020 for your kind perusal.

This is for your information and record.

Yours faithfully

For HMT Limited

  
(Kishor Kumar S)

Asst. Company Secretary

Encls: As above

CIN : L29230KA1953PLC000748

पंजीकृत कार्यालय : 59, बेल्लारी रोड, बेंगलूर - 560 032 भारत Regd. Office : 59, Bellary Road, Bangalore - 560 032, INDIA  
ನಿಗಮಿತ ಕಾರ್ಯಾಲಯ : ನಂ. 59, ಬೆಲ್ಲಾರಿ ರಸ್ತೆ, ಬೆಂಗಳೂರು - 560 032, ಭಾರತ



S. VISWANATHAN  
COMPANY SECRETARY IN PRACTICE

Flat 'E', Susheel Chandra Apartments,  
17<sup>th</sup> 'A' Cross, 10<sup>th</sup> 'A' Main  
Malleswaram, Bangalore-560055  
E Mail Id: [cs\\_viswanathan@yahoo.com](mailto:cs_viswanathan@yahoo.com)  
Tel: 41674875 Mobile: 9845220950

**SECRETARIAL COMPLIANCE REPORT of HMT LIMITED**  
**For the year ended 31<sup>st</sup> March, 2020**

I have examined.

- a) All the documents and records made available to us and explanation provided by HMT LIMITED ("the Listed Entity")
- b) The filings/submissions made by the listed entity to the Stock Exchanges,
- c) Website of the listed entity,
- d) Any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2020 (Review Period) in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder and the Regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **No transactions were observed during the Review Period**
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **No transactions were observed during the Review Period**
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **No transactions were observed during the Review Period**





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- e) The Securities and Exchange Board of India (Share based Employee benefit) Regulations, 2014; **No ESOP were issued during the Review Period**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018; **No Debt Securities were issued during the Review Period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **No Non-convertible and redeemable preference shares were issued during the Review Period**
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **No Insider Trading transactions were observed during the Review Period**
- i) The Securities Contracts (Regulation) Rules, 1957;
- j) SEBI CIRCULAR no. CIR/CFD/CMD1/27/2019 dated February 8<sup>th</sup> 2019 regarding Annual Secretarial Compliance Report.
- k) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018; - Para 3(x) (c) (iii) regarding disclosures pertaining to Disqualification of Directors.
- l) Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 regarding Corporate Governance and circulars/guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period as on 31.03.2020

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-





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Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	SEBI Regulation 17 (1) regarding composition of Board of Directors read with Regulation 27(2)	No deviation as on 31.03.2020 except for the previous quarters.	Complied as on 31.03.2020.
2.	Regulation 19 (1)/ 19 (2) regarding constitution of nomination and Remuneration Committee	No deviation as on 31.03.2020 except for the first quarter.	Regarding deviation in the previous quarter, it was explained that the Listed Entity is a Government Company under the administrative control of Ministry of Heavy Industries and Public Enterprises, Govt of India and that as per the Articles of Association of the Listed Entity, selection and appointment of all the Directors is required to be made at the written orders of Govt of India. For appointment of Directors, the Listed Entity has been taking action to intimate the Govt of India, from time to time, and awaits written orders from Govt of India before resolutions are passed by the appropriate authority (Board or Shareholders).





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2.	Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rule 19 (2) of the Securities Contracts (Regulation) Rules, 1957 regarding minimum public shareholding.	As on 31.03.2020, the Public Shareholding of the Company was 21.38% as against the prescribed limit of 25%.	The Public Shareholding of the Company as on 31.03.2020 was 21.38% as against the prescribed limit of 25% and as per, the Ministry of Finance issued a Notification No. G.S.R. 738(E) dated 3 <sup>rd</sup> August 2018, adding a proviso to Rule 19A, sub rule(1) of the Securities Contracts (Regulation) Rules, 1957, permitting listed public sector companies having less than 25%, to increase its public shareholding to 25% within a period of 2 years from the date of commencement of the amended Rules.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/ guidelines issued thereunder:





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Sl. No	Action taken by	Details of Violation	Details of action taken e.g. Fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange and Bombay Stock Exchange	The Listed Entity does not have requisite number of Independent Directors on the Board & Number of Board Members is less than Six	Notices imposing fine has been sent to the Listed Entity	Listed entity has informed that by 31.03.2020, Half of the Board is Independent Directors and Number of Board Members is Six.
2	National Stock Exchange and Bombay Stock Exchange	Nomination Committee not constituted upto 28.05.2019.	Notices imposing fine has been sent to the Listed Entity	Listed entity has informed that on appointment of second Independent Director on 27.03.19, the Board has constituted Nomination and Remuneration Committee in the immediate next Meeting on 28.05.2019.





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(d) The Listed Entity has taken the following actions to comply with the observations made in previous report for the Review Period ended 31.03.2019:

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended.	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1.	The Company did not have the required number of Independent Directors in terms of Regulation 17 of SEBI (LODR) Regulations 2015.	31.03.2019	As on 31.03.2020, the half of the Board Comprise of Independent Directors	Compliance Noted.
2	The Company has not constituted the Remuneration and Nomination Committee as per Regulation 19 (1)/ 19(2) of the SEBI (LODR) Regulations, 2015.	31.03.2019	During the year 2019-20, Listed entity has constituted Nomination and Remuneration Committee.	Compliance Noted.
3	The Company has not submitted to the Stock Exchanges, Audited Financial Statements for the financial year 2017-18, within 60 days from the end of the Financial Year as per Regulation 33 of SEBI (LODR) Regulations, 2015	31.03.2019	Annual Audited Financial Statements for the FY2018-19 was submitted to Stock Exchange within 60 days from the end of the Financial Year.	Compliance Noted.





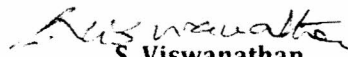
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4	The Company has not maintained Public Shareholding of 25% in accordance with the Regulation 38 of the SEBI (LODR) Regulations, 2015 Read with Rule 19 (2) of the Securities Contracts (Regulation) Rules, 1957	31.03.2019	The Listed Entity has taken up the matter of increasing the public shareholding from 21.38% to 25% with the Administrative Ministry (Ministry of Heavy Industries and Public Enterprises- Government of India).	The listed entity is advised to follow up the matter with the Ministry of Heavy Industries and Public Enterprises, Government of India.
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Place: Bengaluru

Date: 03-06-2020

  
S. Viswanathan

Practicing Company Secretary

ACS No: 5284

CP No: 5284

UDIN: A005284B000312217

**S. VISWANATHAN**  
Company Secretary  
C.P. No. 5284