

#### ಎಚ್ಎಂಟಿ ಲಿಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ) ಚ್ಎಂಟಿ ಭವನ, # 59, ಬಳ್ಳಾರಿ ರಸ್ತೆ, ಬೆಂಗಳೂರು - 560 032, ಭಾರತ ದೂರವಾಣೆ : 91-80-23330333 ವೆಬ್ಸೈಟ್ : www.hmtindia.com

#### एच एम टी लिमिटेड

(भारत सरकार का उपक्रम) एच एम टी भवन, # 59, बेल्लारी रोड बेंगलुरु - 560 032, भारत फोर्ने : 91-80-23330333 फैक्स : 91-80-23339111 ई- मेल : cho@hmtindia.com

वेब साईट : www.hmtindia.com

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E-mail: cho@hmtindia.com Website: www.hmtindia.com

30th May, 2023

30th मई, 2023

Secl. S-12 एसईसीएल. S-12

**BSE Limited** बीएसई लिमिटेड Phiroze Jeejeebhoy Towers फिरोज जीजीभोय टावर्स 25th Floor, Dalal Street 25वीं मंजिल, दलाल स्टीट Mumbai - 400 001 मुंबई - ४००००१ Scrip Code: 500191

National Stock Exchange of India Limited नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड "Exchange Plaza" "एक्सचेंज प्लाजा" Bandra-Kurla Complex बांद्रा-कुर्ला कॉम्प्लेक्स Bandra (E), Mumbai - 400 051 बांद्रा(पूर्व), मुंबई- ४०००५१ Scrip Symbol: HMT

Dear Sir/ Madam. प्रिय महोदय/ महोदया,

स्क्रिप कोड: 500191

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2023

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 & Regulation 24A of SEBI (LODR) Regulations, 2015 and exchange circulars dated 16th March, 2023, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2023.

स्क्रिप प्रतीक: HMT

This is for your information and record.

Yours faithfully/ भवदीय For HMT Limited/ एचएमटी लिमिटेड केलिए

(KISHOR KUMAR S)/ (किशोर क्मार एस) Manager (Company Secretary)/ प्रबंधक (कंपनी सचिव)

Encl: As above संलग्नः ऊपरोक्त



## Secretarial Compliance Report of H.M.T. LIMITED (CIN: L29230KA1953GOI000748) for the financial year ended 31st March 2023

- I, D Venkateswarlu, Practicing Company Secretary have examined:
- (a) all the documents and records made available to us and explanation provided by M/s H.M.T. LIMITED (CIN: L29230KA1953GOI000748) ("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 31st March 2023 ("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, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, 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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; No transaction observed during the period under review and hence not applicable.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; No transaction observed during the period under review and hence not applicable.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No transaction observed during the period under review and hence not applicable.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; No transaction observed during the period under review and hence not applicable.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share transfer agents) Regulations, 1993 and
- (k) Circulars/ guidelines issued thereunder:



#### **Practicing Company Secretary**

And based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

SI No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1	Secretarial Standards:  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies:  All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	-



3.	Maintenance and disclosures on Website:	Yes	-
	The Listed entity is maintaining a functional website		
	Timely dissemination of the documents/ information under a separate section on the website		
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website		
4.	Disqualification of Director:		
	None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:	Yes	-
	a. Identification of material subsidiary companies		
	b. Disclosure requirement of material as well as other subsidiaries		



### **Practicing Company Secretary**

6.	Preservation of Documents:  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation:  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committeesat the start of every financial year / during the financial year as prescribed in SEBI Regulations.		The Company has stated that the Directors of the Company are appointed / nominated by the Government of India and the performance evaluation is done by Government of India, being appointing authority. Further, as per notification dated 05 <sup>th</sup> June 2015 issued by the Ministry of Corporate Affairs, Government of India, Government Companies are exempt from complying with the provisions with respect to performance evaluation of the Board and its Committees, if the performance evaluation of directors is done by the Ministry which is administratively incharge of the Company.



8.	Related Party Transactions:	Yes	-
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or		
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.		
9.	Disclosure of events or information:	Yes	-
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	Prohibition of Insider Trading:	No	The Company was maintaining adequate information in compliance with the
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 in excel files instead of maintaining in Structural Digital Database software, wherein time stamping and audit trails were not available. However, Structural Digital Database software was implemented w.e.f. 24 <sup>th</sup> March 2023.



11.	Actions taken by SEBI or Stock Exchange(s), if any:	Yes	As mentioned in Table (a) below
	Action(s) has been taken against the listed entity /its promoters/ directors/ subsidiaries either by SEBIor by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided underseparate paragraph herein (**).		
12.	Additional Non-compliances, if any:  Any additional non-compliance observed for any SEBIregulation / circular / guidance note etc.	No	No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.

With regard to para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019, all the Branch / Statutory Auditors for the FY 2022-23 have been appointed in the listed entity by the C & AG Office. Further, though for them the C & AG is the appointing authority, there is no case of resignation by any of these Auditors appointed by C & AG.



#### **Practicing Company Secretary**

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

SI	Compliance		Deviatio	Action	Type of	Details of	Fine Amount	Observations/Rema	Management Response	Remar
No	Requirement		ns	Takenby	Action	Violation		rks of the Practicing		ks
	(Regulations /	No.						Company Secretary		
	circulars/									
	guidelines									
	including									
	specific									
	clause)									
1	Regulation	Regulation	Non-	BSE &	Impositio	The Company has	DCE & NCE has	The Company has not	The Company is regularly	NA
1	17(1) of		complian						The Company is regularly pursuing with Ministry of Heavy	
	LODR:	LODR	ce with	Noe	Penalty	the provisions of			Industries for appointment of	
			the		Fenany				requisite number of Independent	
	Composition of					"				
	the Board		requirem				, ,		Directors including independent	
	including		ents			respect to			woman director on the Board.	
	appointment of		pertainin			Composition of	1	of Directors of the		
	independent		g to			Board of Directors		Company {for not		
	woman		Composit			of the Company		having Sufficient		
	director		ion of			{for not having sufficient		independent directors		
			Board of					including appointment		
			Directors			independent	1	of independent		
						directors including	30.09.2022;	woman director on the		
						appointment of	D 5 42 000 /	Board during the FY		
						independent woman		2022-23.}		
						director on the	each for the			
						Board during the	1			
						FY 2022-23.}	31.12.2022; and			



# **Practicing Company Secretary**

							Rs. 5,31,000/- each for the quarter ended 31.03.2023			
2.	Regulation 17(2A) of LODR: Quorum of Board meetings	Regulation 17(2A) of LODR	Non- complian ce with the requirem ents pertainin g to Quorum of Board meetings			not complied with the provisions of Regulation 17 (2A) of LODR with respect to Quorum	imposed penalties of:  Rs. 23,600/- each for the quarter	complied with the provisions of Regulation 17 (2A) of LODR with respect to Quorum of Board	The Company is regularly pursuing with Ministry of Heavy Industries for appointment of requisite number of Independent Directors on the Board.  With effect from 27 <sup>th</sup> January 2023, the Board of Directors of the Company consists of only three Directors i.e., Chairman and Managing Director (Addl. Charge), Two Government Nominee Directors. The Board ensures the presence of two Directors as quorum until the appointment of at least one Independent Director.	NA
3.	Regulation 18(1) & 18 (2) (b) of LODR: Constitution of Audit Committee	(2) (b) of LODR		violation of Regulatio n 18 (1) of LODR	n of fine / Penalty	with respect to constitution of Audit Committee,	imposed penalties of: Rs. 151,040/- each for the quarter ended 31.03.2023 for violation of	complied with the provisions of Regulation 18 (1), 18 (2) (b) of LODR with respect to constitution of Audit Committee Chairman	The Company is regularly pursuing with Ministry of Heavy Industries for appointment of requisite number of Independent Directors on the Board.  With effect from 27th January 2023, the Board of Directors of the Company consists of only	NA



### **Practicing Company Secretary**

	ı ı					I ~ .	47.000			
			committee,			Committee &		quorum of the		
			Chairman			Quorum w.e.f. 27 <sup>th</sup>		Committee w.e.f. 27 <sup>th</sup>	and Managing Director (Addl.	
			of			January 2023.		January 2023.	Charge), Two Government	
			Committee						Nominee Directors/Non-	
			& quorum						Executive Directors.	
			of the							
			Committee						With the available Executive/	
									Non-Executive Directors, the	
									Audit Committee has been	
									reconstituted and appointed	
									Government Nominee Directors /	
									Non-Executive Director as	
									Chairman of the Committee.	
									Chairman of the Committee.	
									The Committee ensures the	
									presence of two members as	
									quorum for meetings until the	
									appointment of at least one	
									Independent Director.	
<u> </u>	D 1 .:	D 1	NT.	DOE 0	т	TTI C 1	DOE 6 NOE 1	TEL C 1	TTI C : 1.1	NT A
4.	Regulation	Regulation		BSE &		The Company has			The Company is regularly	NA
	19(1)/ 19(2) of		complianc	NSE	n of fine /	not complied with			pursuing with Ministry of Heavy	
	LODR:	19(2) of	e with the		Penalty	the provisions of			Industries for appointment of	
	Constitution of	LODR	requireme			Regulation 19(1)/			requisite number of Independent	
	Nomination		nts			19(2) of LODR		` ′	Directors on the Board.	
	and		pertaining			with respect to		respect to		
	Remuneration		to			Constitution of	1		With effect from 27th January	
	Committee		Constitutio			Nomination and	30.06.2022;		2023, the Board of Directors of	
			n of			Remuneration			the Company consists of only	
			Nominatio					the $1^{st}$ , $2^{nd}$ & $4^{th}$		
			n and			the $1^{st}$ , $2^{nd}$ & $4^{th}$	,		and Managing Director (Addl.	
			Remunerat			Quarter of the FY	ended 30.09.2022;	2022-23	Charge), Two Government	



### **Practicing Company Secretary**

						2022 22			[37 1 51 1 1 37 ]	
1 1			ion			2022-23.	and		Nominee Directors / Non-	
			Committee						Executive Directors.	
							Rs. 151,040/- each			
1 1							for the quarter		With the available Executive/	
1 1							ended 31.03.2023		Non-Executive Directors, the	
1 1									Nomination and Remuneration	
1 1									Committee has been	
1 1									reconstituted and appointed	
1 1									Government Nominee Directors /	
1 1									Non-Executive Director as	
1 1									Chairman of the Committee.	
1 1									chamman or the commutee.	
1 1									The Committee ensures the	
1 1									presence of two members as	
1 1									quorum for meetings until the	
1 1									appointment of at least one	
1 1									Independent Director.	
1 1									independent Director.	
5	Regulation	Regulation	Non-	NA	NA	The Company has	NA	The Company has not	The Company is regularly	NA
		20(2A) of		NA	INA	not complied with			pursuing with Ministry of Heavy	INA
	LODR:	LODR								
		LODK	e with the			the provisions of			Industries for appointment of	
	Constitution of		requireme			Regulation 20(2A)			requisite number of Independent	
l ľ	Stakeholders		nts			of LODR with			Directors on the Board.	
	Relationship		pertaining			respect to		to Constitution of		
	Committee		to			Constitution of		Stakeholders	With effect from 27th January	
			Constitutio			Stakeholders		Relationship	2023, the Board of Directors of	
			n of			Relationship		Committee w.e.f. 27 <sup>th</sup>	the Company consists of only	
			Stakeholde			Committee w.e.f.		January 2023	three Directors i.e., Chairman	
			rs			27 <sup>th</sup> January 2023			and Managing Director (Addl.	
			Relationsh						Charge), Two Government	
			ip						Nominee Directors/Non-	
			Committee						Executive Directors.	



### **Practicing Company Secretary**

								With the available Executive/ Non-Executive Directors, the Stakeholders Relationship Committee has been reconstituted The Committee ensures the presence of two members as quorum for meetings until the appointment of at least one Independent Director.	
6	Regulation 21(2) of LODR: Constitution of Risk Management Committee	LODR	Non-complianc e with the requireme nts pertaining to Constitutio n of Risk Manageme nt Committee	BSE & NSE	The Company has not complied with the provisions of Regulation 21(2) of LODR with respect to Constitution of Risk Management w.e.f. after 27 <sup>th</sup> January 2023.	imposed penalties of Rs. 212,400/- & Rs. 151,040/- respectively for the quarter ended	complied with the provisions of Regulation 21(2) of LODR with respect to Constitution of	With effect from 27th January	NA
7.	Regulation 33 of LODR: submission of Financial Results to the Stock Exchanges	33 of LODR	Non- complianc e with the requireme nts pertaining to	BSE & NSE	The Company has not complied with the provisions of Regulation 33 of LODR with respect to submission of Audited Financial	imposed penalties of: Rs. 70,800/- & Rs. 135,700/- towards delay in	complied with the provisions of Regulation 33 of LODR with respect to submission of		NA



### **Practicing Company Secretary**

Submissio	Results for the FY Audited Financial Results for the FY	
n of	2020-21 & 2021-22 Results for the FY   2020-21 & 2021-22	required for finalization of the
Financial	I I I	annual accounts. Due to travel
Results to		restrictions / non availability of
the Stock		transportation, staff could not
Exchanges	delay of 12 days & delay of 12 days &	attend reach office and as such
	23 days 23 days respectively	could not access the documents.
	respectively	In most of the states like
		Karnataka, Kerala etc., there was
		strict lockdown and extended
		upto second week of June 2021.
		Reasons for delay in
		submission of audited
		financials for the FY 2021-22:
		Due to challenges faced by the
		Company in finalization of
		accounts of HMT Limited & its
		subsidiaries having units across
		India and in view of the NCLT
		Orders for dissolution of HMT
		Chinar Watches Ltd and HMT
		Bearings Limited there is a delay
		in submission of audited
		financials. The same has been
		intimated to the stock exchanges
		and requested them to waive off
		the penalties levied.
		·
8. Regulation Regulation Non- NA NA	Pursuant to NA The Company has not	The Company is regularly NA
24(1) of $24(1)$ of complianc		pursuing with Ministry of Heavy
LODR: Having LODR e with the		Industries for appointment of



atleast one	requiremen	Regulations, 2015,	Regulation 24(1) of atleast one Independent Directors
Independent	ts	at least one	LODR with respect toof the Company on the Board of
Director of the	pertaining	Independent	Having atleast one its unlisted material subsidiary.
listed entity on	to Having	Director of the	Independent Director
the Board of its	atleast one	listed entity shall be	of the listed entity on
unlisted	Independe	on the Board of its	the Board of its
material	nt Director	unlisted material	unlisted material
subsidiary	of the	subsidiary.	subsidiary
	listed		
	entity on		
	the Board		
	of its		
	unlisted		
	material		
	subsidiary		

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

SI	Compliance	Regu-	Deviations	Action		Details of Violation	Fine Amount	Observations/	Management Response	Remark
No	1 1	lation/		Taken by	Action			Remarks of the		s
	(Regulations/	Circular						Practicing Company		l
	circulars /	No.						Secretary		l
	guidelines									
	including									
	specific									
	clause)									
1	As per	Regulation	Non-	NA	NA	The Public	NA	Since the matter requires	Pursuant to the provisions of	NA
	Regulation 38	38 of the	complianc			Shareholding as at		to be approved by the	Securities Contracts	
	of the SEBI	LODR	e with the			31.3.2022 stands at		Administrative Ministry	(Regulation) (Second	
	(LODR)		requiremen			21.38 % which has		(Department of Heavy	Amendment) Rules, 2020,	
	Regulations		ts			to be increased to		Industries, Government	the Company had time till	
	2015 read with		pertaining			25%.		of India), the Company	02 <sup>nd</sup> August 2021 to comply	



### **Practicing Company Secretary**

	Rule 19(2) of		to					has written series of	with SEBI's Minimum 25%	
	the Securities		Regulation					letters requesting for	Public Shareholding	
	Contracts		38 of					compliance by	requirement, However, a	
	(Regulation)		LODR					disinvesting 3.62%	letter from Ministry of	
	Rules, the							Being a Government	Finance dated 06.07.2022	
	entity needs to							Company,	addressed to SEBI stating	
	have a							representation has also	central government has	
	minimum							been submitted	decided that every listed	
	public							requesting for	PSU, which has MPS of	
	shareholding							exemption under Sub-		
	of 25%, the								exemption upto 01.08.2024	
	compliance of							the Securities Contracts	to increase its MPS to 25%.	
	within the							(Regulation) Act, 1957.		
	specified time,							The matter is still		
	which is still							pending with the		
	pending.							Ministry		
2		Regulation	Non-	NA	NA	The requirement of	NA	Since the matter	The Company is regularly	NA
	Regulation	24(1) of	compliance			Regulation 24(1) is			pursuing with Ministry of	
	24(1) of the	LODR	with the			still to be complied		by the Administrative		
	SEBI (LODR)		requirements						appointment of atleast one	
	Regulations		pertaining to						Independent Directors of the	
	2015, at least		Regulation						Company on the Board of its	
	one		24(1) of					compliance. The matter		
	Independent		LODR					is still pending with the	,	
	Director of the							Ministry.		
	listed entity							,-		
	shall be on the									
	Board of its									
	unlisted									
	material									
	subsidiary									
								<u> </u>		



Regulation   Regulation   17 of   17 of   LODR   LODR   LODR   The only independent woman   Director on the Board of the Company completed her term on 17th   February 2022 creating further vacaney in the composition of Nomination and Remuneration Committee. The vacaney needs to be filled up within three   The vacaney needs to be filled up within three   The vacaney needs to be filled up within three   The Company has requested by the retirement of the woman director than not been filled by the retirement of the woman director has not been filled up within the prescribed time prescrib		,				•					
LODR: The only independent woman pertaining to woman Regulation 17 of LODR the Board of the Company completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up with the requirements pertaining to that woman director has not been filled up within the prescribed time limits as required under Schedule IV - Code for Independent Directors, under Section 149(8) of the Companies Act, 2013.	3				NA	NA		NA			NA
The only independent pertaining to woman Regulation 17 Director on the Board of the Company completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee.  The only independent pertaining to pertaining to woman pertaining to woman Regulation 17 Director on of LODR  The pertaining to up within the prescribed time pres				compliance			by the retirement of		requires to be approved	Ministry of Heavy Industries	
independent woman Regulation 17 of LODR  Director on the Board of the Company completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up		LODR:	LODR	with the			the woman director				
woman Director on the Board of the Company completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up		The only		requirements			has not been filled		Ministry, the Company	Independent Woman Director	
Director on the Board of the Company completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee.  The vacancy needs to be filled up		independent		pertaining to			up within the		has written letters	on the Board.	
the Board of the Company completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up	1	woman		Regulation 17			prescribed time		requesting for		
the Board of the Company completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up	1	Director on		of LODR			limits as required		compliance. The matter		
completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up	1	the Board of					under Schedule IV -				
completed her term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up	1	the Company					Code for		Ministry.		
term on 17th February 2022 creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up	1						Independent				
creating further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up	1	term on 17th					Directors, under				
further vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up		February 2022					Section 149(8) of the				
vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up	1	creating					Companies Act,				
composition of Nomination and Remuneration Committee. The vacancy needs to be filled up							2013.				
of Nomination and Remuneration Committee. The vacancy needs to be filled up		vacancy in the									
and Remuneration Committee. The vacancy needs to be filled up		composition									
Remuneration Committee. The vacancy needs to be filled up		of Nomination									
Committee. The vacancy needs to be filled up		and									
The vacancy needs to be filled up		Remuneration									
needs to be filled up		Committee.									
filled up		The vacancy									
	1	needs to be									
	1	filled up									
		1 -1									
months		1									
thereof or at		thereof or at									
the next Board											
Meeting											
	4		Regulation	Non-	NA	NA	The Company had	NA	Since the matter	The Company has requested	NA
17(1)(b): 17(1)(b) of compliance only five directors as requires to be Ministry of Heavy Industries			_					•			
50% of the LODR with the at the end of the approved by the to for appointment of		1 1 1 1 1									
Board shall requirements financial year that is, Administrative requisite number of				I I			I I		1		



comprise of		pertaining to			31st March 2022 and		Ministry, the	Independent Directors on the	
Independent		Regulation			the constitution of		Company has written	Board.	
Directors as		17(1)(b) of			the Board is short of		letters requesting for		
per		LODR			50% independent		compliance. The		
Regulation					directors.		matter is still pending		
17(1)(b) of							with the Ministry.		
SEBI(LODR)									
Regulations									
2015 and the									
Board shall									
have a									
minimum of									
six Directors.									
5 As per	Regulation	Non-	NA	NA	For the financial	NA	During the middle of	Due to second wave of Covid	NA
52(2)(d) of	52(2)(d) of	compliance			year 2021 the		year 2021, there was	19 pandemic as most of the	
the SEBI	LODR	with the			Company submitted		severe disruption	office staff across the units	
(LODR)		requirements			to Stock Exchanges		everywhere due to	were working from home and	
Regulations		pertaining to			the audited financial		COVID-19 Pandemic	did not have access to all the	
2015,		Regulation			results on the 12th		Second Wave. Due to	documents required for	
unaudited		52(2)(d) of			July 2021 with a		continued lockdowns	finalization of the annual	
financial		LODR			delay of 12 days		offices were not	accounts. Due to travel	
results /					which is not as per		opened and staff were	restrictions / non availability	
Audited					the said Regulation		not present.	of transportation, staff could	
results for the					52(2)(d).		Therefore, it was	not attend reach office and as	
full year as					. , , ,		difficult for the Board	such could not access the	
the case may							to meet and complete	documents. In most of the	
be shall be							the formalities. The	states like Karnataka, Kerala	
submitted							company has	etc., there was strict	
within 60							requested for	lockdown and extended upto	
days from the							condonation of delay	second week of June 2021.	
end of the							in submission of the		
financial							annual financial	The same has been intimated	



## Practicing Company Secretary

year. (SEBI				results for 2020-21	to the stock exchanges and	
vide its					requested them to waive off	
circular dated					the penalties levied.	
29.04.2021						
extended						
deadline upto	1 1					
30th June						
2021 in view						
of COVID-19	1					
pandemic)						

Place: Bengaluru Date: 27<sup>th</sup> May 2023 D VENKATESWARLU

**Company Secretary** 

FCS No: 8554 CP No: 7773 UDIN: F008554E000400627

PR No: 1617 / 2021

