



## ಎಚ್‌ಎಂಟಿ ಲಿಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)  
ಎಚ್‌ಎಂಟಿ ಭವನ, # 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  
बेंगलुरु - 560 032, भारत  
फोन : 91-80-23330333  
फैक्स : 91-80-23339111  
ई-मेल : cho@hmtindia.com  
वेब साइट : www.hmtindia.com



## HMT LIMITED

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

Secl. S-6

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20<sup>th</sup> December, 2022

20<sup>th</sup> दिसबर, 2022

BSE Limited

बीएसई लिमिटेड

Phiroze Jeejeebhoy Towers

फिरोज जीजीभोय टावर्स

25th Floor, Dalal Street

25वीं मंजिल, दलाल स्ट्रीट

Mumbai - 400 001

मुंबई - ४०० ००१

Scrip Code: 500191

स्क्रिप कोड: 500191

National Stock Exchange of India Limited

नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड

"Exchange Plaza"

"एक्सचेंज प्लाजा"

Bandra-Kurla Complex

बान्द्रा-कुर्ला कॉम्प्लेक्स

Bandra (E), Mumbai - 400 051

बान्द्रा (पूर्व), मुंबई - ४०० ०५१

Scrip Code: HMT

स्क्रिप कोड: HMT

Dear Sir/ Madam,

प्रिय महोदय/ महोदया,

### Sub: Declaration of Voting Results in respect of Postal Ballot along with Scrutinizer's Report

This is with reference to our earlier communication dated 17.11.2022 and 05.12.2022 regarding the Postal Ballot Notice and addendum to the Postal Ballot Notice of the Company, wherein approval of the Members was sought for taking over of the legal cases along with all uncrystallized contingent liabilities and immovable assets of HMT Watches Ltd by HMT Ltd.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the details of voting results in the prescribed format and Scrutinizer's Report for the resolutions proposed for approval through Postal Ballot. Based on the above, the resolution as set out in the Postal Ballot Notice were declared as passed with requisite majority.

Yours faithfully/ भवदीय

For HMT Limited/ एचएमटी लिमिटेड के लिए



(KISHOR KUMAR S/ किशोर कुमार एस)

Manager (Company Secretary)/ प्रबंधक (कंपनी सचिव)

Encl: As above

संलग्न : ऊपरोक

CIN : L29230KA1953GOI000748

पंजीकृत कार्यालय : एच एम टी भवन, # 59, बेल्लारी रोड, बेंगलुरु - 560 032 भारत Regd. Office : HMT Bhavan, # 59, Bellary Road, Bengaluru - 560 032, INDIA

ನಿಗಮಿತ ಕಾರ್ಯಾಲಯ : ಎಚ್‌ಎಂಟಿ ಭವನ, # 59, ಬೆಲ್ಲಾರಿ ರಸ್ತೆ, ಬೆಂಗಳೂರು - 560 032, ಭಾರತ

## General information about company

Scrip code	500191
NSE Symbol	HMT
MSEI Symbol	NOTLISTED
ISIN	INE262A01018
Name of the company	HMT Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-12-2022
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	D Venkateswarlu
Firms Name	DAC & Associates LLP
Qualification	CS
Membership Number	8554
Date of Board Meeting in which appointed	03-11-2022
Date of Issuance of Report to the company	19-12-2022



<b>Voting results</b>	
Record date	11-11-2022
Total number of shareholders on record date	18786
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>2</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>



## Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?		Yes				
Description of resolution considered		Transfer of Immovable assets of HMT Watches Limited to HMT Limited				
Category	Mode of voting	No. of shares held	No. of votes polled			
		(1)	(2)			
		(3)=[(2)/(1)]*100	(4)			
		(5)=[(4)/(2)]*100	(6)=[(5)/(2)]*100			
		(7)=[(5)/(2)]*100	(8)=[(6)/(2)]*100			
Promoter and Promoter Group	E-Voting	1128056626	1128056626	0	100.0000	0.0000
	Poll	1128056626	0	0	0.0000	0
	Postal Ballot (if applicable)	0	0	0	0.0000	0
	Total	1128056626	1128056626	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0.0000	0
	Poll	19140	0	0	0.0000	0
	Postal Ballot (if applicable)	0	0	0	0.0000	0
	Total	19140	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67551219	67551219	476	99.9993	0.0007
	Poll	76015874	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0
	Total	76015874	67551219	476	99.9993	0.0007
<b>Total</b>		1204091640	1195607845	476	100.0000	0.0000

**Whether resolution is Pass or Not.**

Disclosure of notes on resolution

Yes

Add Notes



## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Taking over of the legal cases of HMT Watches Limited to HMT Limited						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1128056626	100.0000	1128056626	0	100.0000	0.0000
	Poll	1128056626	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1128056626	100.0000	1128056626	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0
	Poll	19140	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		19140	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting		67551219	88.8646	67550943	276	99.9996	0.0004
	Poll	76015874	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		76015874	67551219	88.8646	67550943	276	99.9996
	<b>Total</b>	1204091640	1195607845	99.2954	1195607569	276	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	





**DAC & ASSOCIATES LLP**  
Company Secretaries

Scrutinizer's Report for Postal Ballot of M/s HMT LIMITED

To,  
The Chairman  
M/s HMT LIMITED  
CIN: L29230KA1953GOI000748  
Regd. Office: HMT Bhavan,  
No. 59, Bellary Road,  
Bangalore 560 032

Dear Sir,

**Sub: Scrutinizer's Report on voting through Postal Ballot including remote e-Voting in terms of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amended Rules, 2015 to the extent applicable.**

We, DAC & Associates LLP (LLPIN: ABA-5379), Company Secretaries, represented by Mr D Venkateswarlu, Designated Partner, were appointed as the Scrutinizer by M/s H.M.T. Limited (hereinafter referred to as 'the Company') to scrutinize the voting by means of Postal Ballot through electronic means (remote e-voting) conducted for passing a Resolution as per **Annexure-I** to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules').

1. Pursuant to the Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, 08<sup>th</sup> December, 2021 and 05<sup>th</sup> May, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) the postal ballot notice dated 17<sup>th</sup> November, 2022 and addendum dated 5<sup>th</sup> December 2022 to the postal ballot notice as confirmed by the Company, was sent to the Members in respect of below mentioned Resolution through e-mail to those, whose e-mail addresses are registered with the Company/ Depositories.
2. As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Members to cast their votes electronically on the resolution proposed in the Notice.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Postal Ballot notice dated 17<sup>th</sup> November, 2022 and addendum dated 5<sup>th</sup> December 2022 to the postal ballot notice of M/s H.M.T. Limited.



*(Handwritten signature)*

**DAC & ASSOCIATES LLP**

LLPIN: ABA-5379

Regd. Off: #170, 2nd Floor, 2nd Cross, 1st Block, Koramangala, Bengaluru-560034

080 40929247 | venkat@dac-cs.com | www.dac-cs.com | GSTIN: 29AATFD4243K1ZW | PAN: AATFD4243K

4. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolution stated in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by M/s KFin Technologies Limited ('KFin'). The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules made thereunder relating to passing of Resolution by means of Postal Ballot by voting through electronic means (remote e-voting).
5. The Company had appointed / engaged, M/s KFin Technologies Limited ('KFin'), as service provider to provide e-voting facilities to the shareholders of the Company from Saturday, November 19, 2022 at 09.00 hours IST and ends on Sunday, December 18, 2022 at 17.00 hours IST (inclusive of both the days). M/s KFin Technologies Limited ('KFin') is the Registrar and Share Transfer Agents of the Company. The e-Voting Result were unblocked by us on 19<sup>th</sup> December 2022 at 10.38 hours IST from the website www.evoting.kfintech.com in the presence of two witnesses.

Based on the reports generated from the e-voting system provided by the KFin, we submit our report on remote e-voting as under:

- a) The Remote e-voting period commenced from Saturday, November 19, 2022 at 09.00 hours IST and ended on Sunday, December 18, 2022 at 17.00 hours IST.
- b) The Members of the Company as on the 'cut-off' date i.e. Friday, November 11, 2022 were entitled to vote on the resolution as set-out in Item Nos. 1 & 2 of the Notice of the Company.
- c) On completion of e-voting, I unblocked the results of the Remote e-voting by the Members, on the KFin e-voting system/ platform and after downloading the results, counted the votes.
- d) Out of 52 remote e-voting responses, 50 Remote e-voting responses are valid and 2 voting responses were abstained from voting.
- e) I now, submit my report as under on the results of the Remote e-voting in respect of the resolution as set out in the Notice dated 17<sup>th</sup> November, 2022 and addendum dated 5<sup>th</sup> December 2022 to the postal ballot notice:

**Resolution No.1: Transfer of Immovable assets of HMT Watches Limited to HMT Limited:**

Particulars	No. of Members who cast their vote	No. of Votes cast in e-Voting	% of votes cast
No. of Votes in favour	41	1195607369	99.99994
No. of Votes Against	9	476	0.000004
No. of Abstained Votes	2	200	0.000002
<b>Total</b>	<b>52</b>	<b>1195608045</b>	<b>100.00000</b>

Since number of votes cast in favour of the Resolution is more than number of votes cast against the Resolution, the said Ordinary Resolution may be declared as passed with requisite majority.





**Resolution No.2: Taking over of the legal cases of HMT Watches Limited to HMT Limited:**

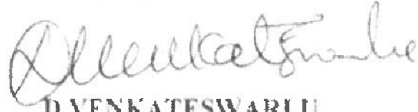
Particulars	No. of Members who cast their vote	No. of Votes cast in e-Voting	% of votes cast
No. of Votes in favour	42	1195607569	99.99996
No. of Votes Against	8	276	0.000002
No. of Abstained Votes	2	200	0.000002
<b>Total</b>	<b>52</b>	<b>1195608045</b>	<b>100.00000</b>

Since number of votes cast in favour of the Resolution is more than number of votes cast against the Resolution, the said Ordinary Resolution may be declared as passed with requisite majority.

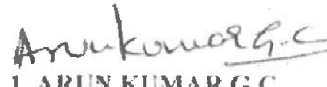
Thanking You.

Yours Faithfully  
For DAC & Associates LLP  
Company Secretaries

The following were the witnesses to the unblocking of the votes  
on (a) 19<sup>th</sup> December 2022 at 10.38 hours



D VENKATESWARLU  
Designated Partner  
M. No. 8554 CoP: 7773  
UDIN: F008554D002748632



1. ARUN KUMAR G C



2. CHETHAN KUMAR M N

Date: 19<sup>th</sup> December 2022  
Place: Bengaluru





पंकज गुप्ता / PANKAJ GUPTA

अध्यक्ष एवं प्रबंध निदेशक / Chairman & Managing Director

एचएमटी लिमिटेड / HMT LIMITED

एचएमटी भवन / HMT Bhavan

59, बेल्लारी रोड / 59, Bellary Road,

बेंगलूरु - 560 032 / Bengaluru - 560 032



**Item No. 1: Transfer of Immovable assets of HMT Watches Limited to HMT Limited:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of section 188 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) and other applicable provisions of the regulations including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall be deemed to include its Committees), consent of the Members of the Company be and is hereby accorded to the Board for transfer of all the immovable assets of HMT Watches Limited (HMTW), wholly owned subsidiary to HMT Limited (“HMTL”), Holding Company at book value in accordance with the approval of the Administrative Ministry and the said transactions are at arm’s length basis.”

**“RESOLVED FURTHER THAT** the Company (“HMTL”) be and is hereby authorized to continue with the activity of disposal of immovable assets of HMT Watches Limited and transfer the sale proceeds received in this regard to Administrative Ministry/Government of India as per the Cabinet Committee of Economic Affairs (“CCEA”) approval dated 13.01.2016 after deducting the applicable taxes and related expenses thereon and that the Chairman & Managing Director or any General Manager of the Company be and are hereby authorized severally to do all such other acts, deeds, documents and things as may be necessary in this regard”

**Item No. 2: Taking over of the legal cases of HMT Watches Limited to HMT Limited:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) and other applicable provisions of the regulations including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall be deemed to include its Committees), consent of the Members of the Company be and is hereby accorded to the Board for taking over all the legal cases of HMT Watches Limited (“HMTW”) by HMT Limited along with all uncrystallized contingent liabilities arising out of these, if any, in accordance with the approval of the Administrative Ministry and to facilitate the early closure of HMT Watches Limited, wholly owned Subsidiary Company.”

**“RESOLVED FURTHER THAT** the Company (“HMTL”) be and is hereby authorized to file necessary affidavit/petition before the respective courts for taking over all the legal cases of HMT Watches Limited and that the Chairman & Managing Director or any General Manager of the Company be and are hereby authorized severally to do all such other acts, deeds, documents and things as may be necessary in this regard.”



*Handwritten signature*