



## 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  
बेङ्गलूरु - 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,  
Bengaluru - 560 032, INDIA  
Phone : 91-80-23330333  
Fax: 91-80-23339111  
E-mail: cho@hmtindia.com  
Website : www.hmtindia.com

Secl. S-12

एसईसीएल. S-12

25<sup>th</sup> May, 2022

25<sup>th</sup> मई, 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: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2022

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, 2022.

This is for your information and record.

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 : ऊपरोक्त

CIN : L29230KA1953GOI000748

पंजीकृत कार्यालय : एच एम टी भवन, # 59, बेल्लारी रोड, बेंगलूरु - 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



**S. KEDARNATH**

B.Sc., LLB, FCS, CAIIB(I)

Company Secretary

## **SECRETARIAL COMPLIANCE REPORT**

### **HMT LIMITED**

**FOR THE YEAR ENDED MARCH 31, 2022**

I have examined:

- I. All documents and records made available to us and explanations provided by M/s. H.M.T. LIMITED (CIN: L29230KA1953GOI000748) ("the listed entity"),
  - a. the filings/ submissions made by the listed entity to the stock exchanges,
  - b. website of the listed entity,
  - c. 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, 2022 in respect of compliance with the provisions of -

  - a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") as amended from time to time, and the Regulations, circulars, guidelines issued thereunder; (SEBI (LODR) Regulations, 2015) and
  - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), as amended from time to time, the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- II. 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 (SEBI (LODR) 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; (No transactions during the FY under review)
  - d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (No transactions during the FY under review)
  - e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (No transactions during the FY under review)
  - f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (No transactions during the FY under review)



**S. KEDARNATH & ASSOCIATES**

- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (No transactions during the FY under review)
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (No references for any transactions during the FY under review).
- i. The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2015 as amended till date; (No transactions during the FY under review)
- j. Regulations 17 to 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations 2018:

III. Based on the above examination, I hereby report that, during the Financial Year Review Period:

- (a) The listed entity, has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, as may be applicable to the entity, except in respect of matters specified below:-

Sr.No	Compliance requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	As per Regulation 38 of the SEBI (LODR) Regulations 2015 read with Rule 19(2) of the Securities Contracts (Regulation) Rules, the entity needs to have a minimum public shareholding of 25%, the compliance of within the specified time, which is still pending.	The Public Shareholding as at 31.3.2022 stands at 21.38 % which as to be increased to 25%.	Since the matter requires to be approved by the Administrative Ministry (Department of Heavy Industries, Government of India), the Company has written series of letters requesting for compliance by disinvesting 3.62%. Being a Government Company, representation has also been submitted requesting for exemption under Sub-Rule (6) of Rule 19A of the Securities Contracts (Regulation) Act, 1957. The matter is still pending with the Ministry
02.	As per Regulation 24(1) of the SEBI (LODR) Regulations 2015, at least one Independent Director of the listed entity shall be on the Board of its unlisted material subsidiary.	The requirement of Regulation 24(1) is still to be complied.	Since the matter requires to be approved by the Administrative Ministry, the Company has written letters requesting for compliance. The matter is still pending with the Ministry.
03.	The only independent woman Director on the Board of the Company completed her term on 17 <sup>th</sup> February 2022 creating further	The Vacancy caused by the retirement of the woman director has not been filled up within the prescribed	Since the matter requires to be approved by the Administrative Ministry, the Company has written letters requesting for compliance.



	<i>vacancy in the composition of Nomination and Remuneration Committee. The vacancy needs to be filled up within three months thereof or at the next Board Meeting.</i>	<i>time limits as required under Schedule IV - Code for Independent Directors, under Section 149(8) of the Companies Act, 2013.</i>	<i>The matter is still pending with the Ministry.</i>
04.	<i>50% of the Board shall comprise of Independent Directors as per Regulation 17(1)(b) of SEBI(LODR) Regulations 2015 and the Board shall have a minimum of six Directors</i>	<i>The Company had only five directors as at the end of the financial year that is, 31<sup>st</sup> March 2022 and the constitution of the Board is short of 50% independent directors.</i>	<i>Since the matter requires to be approved by the Administrative Ministry, the Company has written letters requesting for compliance. The matter is still pending with the Ministry.</i>
05.	<i>As per Regulation 52(2)(d) of the SEBI(LODR) Regulations 2015, unaudited financial results / Audited results for the full year as the case may be shall be submitted within 60 days from the end of the financial year. (SEBI vide its circular dated 29.04.2021 extended deadline upto 30<sup>th</sup> June, 2021 in view of COVID-19 pandemic)</i>	<i>For the financial year 2021 the Company submitted to Stock Exchanges the audited financial results on the 12<sup>th</sup> July 2021 with a delay of 12 days which is not as per the said Regulation 52(2)(d).</i>	<i>During the middle of year 2021, there was severe disruption everywhere due to COVID-19 Pandemic Second Wave. Due to continued lockdowns offices were not opened and staff were not present. Therefore, it was difficult for the Board to meet and complete the formalities. The company has requested for condonation of delay in submission of the annual financial results for 2020-21</i>

(b) The listed entity has maintained proper records under the applicable 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 there under:

Sr. 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.
			None	

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



Sr. No.	Observations of the Practicing Company Secretary in the previous reports (2020-21)	Observations made in the secretarial compliance report for the year ended (2020-21)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	<p>As per the Regulation 38 of the SEBI (LODR) Regulations, 2015 Read with Rule 19 (2) of the Securities Contracts (Regulation) Rules, 1957 the Company was required to have a minimum Public Shareholding of 25% within 2 years from 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 (3<sup>rd</sup> Aug 2018) of the amended Rules.</p>	31.03.2021	The Company has written series of letters to the Administrative Ministry and are awaiting compliance.	<p>Now, Ministry of Finance (Department of Economic Affairs) vide its notification dated 30.07.2021, inserted new sub-rule 6 in 19A of the Securities Contracts (Regulation) Rules, 1957 namely: -</p> <p>“(6) Notwithstanding anything contained in sub-rules (1) to (5), the Central Government may, in the public interest, exempt any listed public sector company from any or all of the provisions of this rule.”</p> <p>The Company has written series of letters to the Administrative Ministry for necessary compliance.</p>



02	<p>As per Regulation 24(1) of the SEBI (LODR) Regulations, 2015 Corporate governance requirements with respect to subsidiary of listed entity.</p> <p>At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.</p>	31.03.2021	The Company has written series of letters to the Administrative Ministry and are awaiting compliance.	The Company has written series of letters to the Administrative Ministry and are awaiting compliance.
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Place: Bengaluru  
Date: 20<sup>th</sup> May, 2022  
UDIN: F003031D000357682

  
Signature



**S. KEDARNATH**  
B.Sc., LL.B., FCS, CAIB (I)  
**Company Secretary**  
C.P. No. 4422