

**HMT LIMITED**

No. 59, Bellary Road, Bangalore - 560 032

**NOTICE**

Notice is hereby given that the 60<sup>th</sup> Annual General Meeting of HMT Limited will be held on **Friday, December 13, 2013 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 the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the financial year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Antony Chacko, who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix the remuneration of Statutory/Branch Auditors appointed by the Comptroller and Auditor General of India for the year 2013-2014.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to section 255 read with sections 257 and 262 of the Companies Act, 1956 and Article 67(4) of the Articles of Association of the Company Ms. Kusumjit Sidhu, who was appointed as Director with effect from 2.05.2013 in place of Dr. Vijay Shankar Madan, be and is hereby appointed as a Director of the Company.

By order of the Board of Directors

(U. Jagadish Nayak)  
General Manager &  
Company Secretary

Place: Bangalore

Date: 20.11.2013

**Registered Office:**

HMT Bhavan

No. 59, Bellary Road,

Bangalore - 560 032

1. The Members of the Company
2. Statutory Auditors

**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. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. The Share Transfer Books and Register of Members of the Company shall remain closed from 06.12.2013 to 13.12.2013 (both days inclusive)
3. Members /proxies should bring the attendance slip duly filled in for attending the Meeting.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No.4**

Ms.Kusumjit Sidhu, Additional Secretary and Financial Adviser (AS&FA), Ministry of Heavy Industries & Public Enterprises, was appointed as a Director of the Company by the President of India vide Order No.5(8)/2010-P.E.X dated 2<sup>nd</sup> May 2013, until further orders, in place of Dr.Vijay Shankar Madan the then Additional Secretary and Financial Adviser. The Board of Directors has approved her appointment as Director with effect from 2<sup>nd</sup> May 2013 in terms of Article 67(4) of the Articles of Association read with Section 262 of the Companies Act, 1956. Ms.Kusumjit Sidhu, is proposed for appointment as a Director in terms of Article 67(4) of the Article of Association of the Company read with Sections 255, 257 and 262 of the Companies Act, 1956, for which a notice has been received from a Member.

Ms. Kusumjit Sidhu, is considered as interested in the resolution being the subject of her appointment as a Director. None of the other Directors or Key Managerial Personnel is concerned or interested in the resolution.

Copy of the relevant document(s) are available for inspection by the members during business hours on any working day, at the Registered Office of the Company.

**INFORMATION PURSUANT TO CLAUSE 49 OF LISTING AGREEMENT****Item No.4**

Ms. Kusumjit Sidhu, aged 57 years, was inducted as Part-time Official Director on the Board of HMT with effect from 02<sup>nd</sup> May, 2013. Ms. Sidhu, an IAS Officer of 1979 batch, is presently posted as the Additional Secretary & Financial Adviser, in the Ministry of Heavy Industries & Public Enterprises, Government of India. She is also holding the charge of Financial Adviser, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Ministry of Micro, Small & Medium Enterprises.

Ms. Sidhu is post graduate in History and has rich and diversified experience of working in senior positions, both at Central and State levels. During her career spanning over 30 years, she has served in responsible positions in various Government departments like Irrigation, Water Resources, Power, Tourism, Higher Education & Languages, Planning, Personnel etc. Prior to joining as Additional Secretary & Financial Adviser, in the Ministry of Heavy Industries & Public Enterprises, she held the charge of Chief Electoral Officer and Principal Secretary of Elections Department, Government of Punjab.

**DIRECTORSHIP AND MEMBERSHIP OF COMMITTEES OF THE BOARD**

Name of the Company	Director/Chairman	Name of the Committee	Member	Chairman
BHEL	Director	-	-	-
HEC, Ranchi	Director	-	-	-
National Institute of Design, Ahmedabad	-	Governing Council	✓	-
CMTI Bangalore	-	Governing Council	✓	-
NCCBM	-	Board of Governors	✓	-
KVIC	-	KVIC Board	✓	-
NIMSME, Hyderabad	-	Governing Council Executive Council	✓	-
II E, Guwahati	-	General Body, Board of Management, Executive Council	✓	-

By order of the Board of Directors

 (U. Jagadish Nayak)  
 General Manager &  
 Company Secretary

 Place : Bangalore  
 Date : 20.11.2013

**Registered Office:**

 HMT Bhavan  
 No. 59, Bellary Road,  
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### **IMPORTANT COMMUNICATION TO MEMBERS**

Across the world, there is an increasing focus on doing our bit to help save our environment from further degradation. The Green initiative is an attempt to reduce consumption of paper by making use of electronic communication, in turn prevent deforestation and thereby contribute to a cleaner and healthier environment. It will also ensure prompt receipt of communication and avoid losses in transit.

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this initiative, we had requested our members last year to register their email-id with their Depository Participant / Company's Registrar & Share Transfer Agents which will enable us to provide shareholder communication in electronic form.

In response to our request, several Members have expressed their support to the initiative, by registering their email-id and we express our sincere appreciation of their gesture. It is once again requested that Members who have not registered their email addresses, so far, to register their email-id with their Depository Participant / Company's Registrar & Share Transfer Agents to support this green initiative of the Government in full measure.

Members who hold shares in physical form are requested to fill the appropriate information in the form below and register the same with Karvy Computershare Private Limited (Unit - HMT Limited), No. 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034.

We are sure that you appreciate the Green Initiative taken up by the Ministry of Corporate Affairs and trust that you will support your Company's desire to participate in it.

## **HMT LIMITED**

**No. 59, Bellary Road, Bangalore - 560 032**

### **FORM FOR REGISTERING E-MAIL ID FOR RECEIVING DOCUMENTS/NOTICES BY ELECTRONIC MODE**

In terms of Circular No. 17/2011 dated April 21, 2011 issued by Ministry of Corporate Affairs, Government of India

Name of the Shareholder (In Block letters) including Joint holders, if any	
Registered Folio Number/DP 1D/CL ID Nos.	
Email- ID	
Signature of the Shareholder	

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**ATTENDANCE SLIP**

I, hereby record my presence at the 60th Annual General Meeting at the Registered Office of the Company at **10.30 a.m. on Friday, 13th December 2013.**

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)

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**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 60th Annual General Meeting of the Company, to be held at **10.30 a.m. on the Friday, 13th December 2013** and at any adjournment thereof.

Signed by the said

Affix One Rupee Revenue Stamp
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**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.**