

HMT LIMITED**(CIN No: L29230KA1953PLC000748)****Regd. Office: HMT Bhavan, No.59, Bellary Road, Banaglore-560032****Ph:080 – 23330333, Fax:23339111, E-mail:cosey@hmtindia.com****NOTICE**

Notice is hereby given that the 61st Annual General Meeting of **HMT Limited** will be held on **Tuesday, September 30, 2014 at 10.30 A.M.** at the Registered Office of the Company at No.59, Bellary Road, Banaglore-560 032 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31.03.2014, the Balance Sheet as at that date and the reports of the Directors' and Auditors' thereon.
2. To authorize the Board of Directors to fix the remuneration of the Auditors for the year 2014-15.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**
"RESOLVED THAT Shri S.Girish Kumar (DIN. 03385073), who was appointed as an Additional Director pursuant to Article 67(4) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 with effect from 01.12.2013 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, pursuant to the provisions of Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."
4. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**
"RESOLVED THAT Shri Rajesh Kumar Singh (DIN: 06459343), who was appointed as an Additional Director pursuant to Article 67(4) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 with effect from 17.12.2013 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, pursuant to the provisions of Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**
"RESOLVED THAT Shri S.K. Bahri (DIN: 06855198), who was appointed as an Additional Director pursuant to Article 67(4) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 with effect from 20.05.2014 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, pursuant to the provisions of Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."
6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Shri P. Sivarami Reddy (DIN: 02678959), who was appointed as an Additional Director pursuant to Article 67(4) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 with effect from 26-05-2014 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, pursuant to the provisions of Section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors,

(Subash B.K)
Company Secretary

Place: Bangalore

Date: 01-09-2014

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. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF SUCH MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, AS PER RULE 19(2) PROVISIO OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
3. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
4. Brief resume of each of the Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships/ chairmanships of Board Committees, Shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. Pursuant to Section 139 (5) read with Section 142 (1) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is fixed

by the Company in the Annual General Meeting. The General Meeting may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2014-15 as may be deemed fit by the Board.

6. In terms of Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means through M/s Karvy Computershare Private Limited. The members, whose names appear in the Register of Members / list of Beneficial Owners as on 22.08.2014 i.e. the cut off date taken by the Company for dispatch of Annual Report and the Notice (including notice for e-voting) calling the Annual General Meeting will be eligible to vote for the purpose of E-voting / AGM. The e-voting period will commence from Wednesday September 24, 2014 at 9.00 a.m. and will end at Friday September 26, 2014. at 6.00 p.m. The e-voting module will be disabled on Friday September 26, 2014, at 6.00 p.m. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately along with necessary user id and password. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 22.08.2014,
7. In case of Joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
9. The Share Transfer Books and Register of Members of the Company shall remain closed from 22.09.2014 to 30.09.2014 (Both days inclusive) in connection with the AGM.
10. The Company has appointed Shri D. Venkateswarlu to act as a scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.
11. Proxies duly stamped and signed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
12. Members are requested to:-
 - i. Bring their Attendance Slip duly completed and signed at the venue of the meeting.
 - ii. Quote their Folio/DP & Client ID Nos. in all correspondence.

Members are requested to register their email-ids at the earliest to support the Company's Green initiative and for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically. In case of shareholders holding shares in electronic form, details may be sent to their respective DP. Shareholders holding shares in physical form are requested to send email details to our RTA, M/s Karvy Computershare Private Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out the material facts relating to the business mentioned in Item No. 3, 4,5 and 6 of the accompanying Notice dated September 1, 2014.

ITEM NO.3

Shri S.Girish Kumar, (DIN:--- DIN. 03385073), is the Managing Director of HMT (International) Ltd. As per the direction of the Govt. of India, Shri S.Girish Kumar was appointed as an Additional Director and Chairman & Managing Director of the Company w.e.f. December 1, 2013. Having been so appointed, Shri. S.Girish Kumar holds office till the date of ensuing Annual General Meeting by virtue of Section 161 of the Companies Act, 2013 read with Article 67(4) of the Articles of Association of the Company and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri S.Girish Kumar for the Office of Director of the Company.

Except Shri S.Girish Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO.4

Shri Rajesh Kumar Singh, (DIN:---06459343), at present is Joint Secretary, Ministry of Heavy Industries & Public Enterprises,. As per the direction of the Govt. of India, Shri S.K Rajesh Kumar Singh was appointed as an Additional Director of the Company w.e.f. December 17, 2013. Having been so appointed. Shri. Rajesh Kumar Singh holds office till the date of ensuing Annual General Meeting by virtue of Section 161 of the Companies Act, 2013 read with Article 67(4) of the Articles of Association of the Company and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri Rajesh Kumar Singh for the Office of Director of the Company.

Except Shri Rajesh Kumar Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO.5

Shri S.K. Bahri (DIN: 06855198), aged 58 years, is an IAS officer of 1981 batch. At present he is Additional Secretary & Financial Adviser (AS & FA) Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce & Industry, He holds additional charge of the post of AS & FA to the Ministry of Heavy Industries & Public Enterprises and Department of Public Enterprises. As per the direction of the Govt. of India, Shri S.K Bahri was appointed as an Additional Director of the Company w.e.f. May 20, 2014. Having been so appointed, Shri. S.K. Bahri holds office till the date of ensuing Annual General Meeting by virtue of Section 161 of the Companies Act, 2013 read with Article 67(4) of the Articles of Association of the Company and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri S.K. Bahri for the Office of Director of the Company.

Except Shri S.K. Bahri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

The Board of Directors commends the resolution for approval of the Shareholders.

ITEM NO.6

Shri P. Sivarami Reddy, (DIN: 02678959), is the Managing Director of HMT Bearings Ltd. As per the direction of the Govt. of India, Shri P.Sivarami Reddy was appointed as an Additional Director and has been assigned Additional charge of the Post of Director (Operation & Finance) of the Company w.e.f. May 26, 2014. Having been so appointed, Shri P.Sivarami Reddy holds office till the date of ensuing Annual General Meeting by virtue of Section 161 of the Companies Act, 2013 read with Article 67(4) of the Articles of Association of the Company and is eligible for appointment. As per requirement of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing, proposing candidature of Shri P.Sivarami Reddy for the Office of Director of the Company.

Except Shri P.Sivarami Reddy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4.

The Board of Directors commends the resolution for approval of the Shareholders.

By order of Board of Directors,

(Subash B.K)
Company Secretary

Place: Bangalore

Date: 01-09-2014

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	



ATTENDANCE SLIP

No. 59, Bellary Road, Bangalore - 560 032

I, hereby record my presence at the 61st Annual General Meeting at the Registered Office of the Company at **10.30 a.m. on Tuesday, September 30, 2014.**

Name of the Attending Member
(in Block Letters)

DP. Id*	
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Members' Folio Number	
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Client Id*	
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No. of Shares	
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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)



HMT LIMITED

No. 59, Bellary Road, Bangalore - 560 032

PROXY FORM

DP. Id*	
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Members' Folio Number	
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Client Id*	
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No. of Shares	
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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 Tuesday, September 30, 2014.** 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.