



HMT LIMITED

(CIN No: L29230KA1953GOI000748)

Regd. Office: HMT Bhavan, No.59, Bellary Road, Bangalore-560032

Ph: 080 – 23330333, e-mail: cosey@hmtindia.com

Website: www.hmtindia.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/ “Listing Regulations”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (“**MCA Circulars**”), in view of the COVID-19 pandemic, it is proposed to seek the consent of Members of HMT Limited (“**the Company**”) to transact the business as set out hereunder by passing Ordinary Resolution by way of Postal Ballot only through remote voting by electronic means (“remote e-voting”).

The explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules thereto setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed thereto along with the instructions for remote e-voting.

You are requested to peruse the following proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting facility only, provided by the Company, not later than 17:00 hours IST on **Sunday, June 19, 2022**. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

Item No. 1: To approve the appointment of Shri Vijay Mittal (DIN: 09548096) as Part time Official Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of Ministry of Heavy Industries order dated 23rd March 2022, Shri Vijay Mittal (DIN: 09548096), be and is

hereby appointed as Part time Official Director of the Company, liable to retire by rotation and in terms and conditions as may be stipulated by the Government of India”

By Order of the Board

Date: 19th May, 2022

Place: Bangalore

Reg. Office: HMT Bhavan, No.59,
Bellary Road, Bangalore-560032

Sd/-

**(S Kishor Kumar)
Company Secretary**

NOTE(S):

1. The Explanatory Statements and reasons for the proposed resolution pursuant to Section 102 read with Section 110 of the Companies Act 2013 setting out material facts are appended herein below.
2. The Company has appointed Shri D. Venkateswarlu, Designated Partner of M/s. DAC & Associates LLP, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on **Tuesday, May 17, 2022**, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has utilised the services of its Registrar and Share Transfer agent, M/s KFin Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.hmtindia.com, websites of the Stock Exchanges i.e. The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of M/s KFin Technologies Ltd at <https://evoting.kfintech.com>.
7. All the material documents referred in the Explanatory Statements, shall be available for inspection through electronic mode, on the basis of the request being sent on cosey@hmtindia.com. Members who wish to inspect the documents are requested to send an email to cosey@hmtindia.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the NSDL and CDSL as on **Tuesday, May 17, 2022**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as **on Tuesday, May 17, 2022**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cutoff date should treat this Notice of Postal Ballot for information purpose only.

9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the company as on **Tuesday, May 17, 2022**, being the cut-off date fixed for the purpose.
10. The voting period will commence from **Saturday, May 21, 2022** at 09:00 hours IST and ends on **Sunday, June 19, 2022** at 17:00 hours IST. The e-voting module shall thereafter be disabled.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in Form ISR-1 (available on the Company website/website of M/s KFin Technologies Limited) along with relevant proof to the RTA M/s KFin Technologies Limited, Unit: HMT Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the scanned copies of the documents may alternatively be mailed to M/s. Kfin Technologies Limited (RTA) on the email id inward.ris@kfintech.com with all the forms and proofs e-signed. Members holding shares in demat form who have not updated their email addresses with the depository / depository participant are requested to approach the concerned depository participant to update their email addresses.
12. The Scrutinizer will submit his report to the Chairman & Managing Director after completion of the scrutiny and the results of the e-voting by postal ballot will be announced on or before **Tuesday, June 21, 2022** at the registered office of the Company at HMT Bhavan, No.59, Bellary Road, Bangalore-560032. The resolution, if passed by requisite majority shall be deemed to have been passed on **Sunday, June 19, 2022**, being the last date specified by the Company for e-voting.
13. The declared results along with the report of the scrutinizer shall be submitted to the BSE and NSE and shall be uploaded on the website of the Company www.hmtindia.com, website of M/s KFin Technologies Ltd www.evoting.kfintech.com.

14. The instructions for Members for e-voting are as under:

e-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:

NSDL	CDSL
1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" 	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

<p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsd.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>
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Method of Login for individual shareholders holding the securities in demat mode through their depository participants.

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in Toll free no.'s: 1800 1020 990 1800 22 44 30	Email: helpdesk.evoting@cdslindia.com Phone No: 022 - 23058738 022 - 23058542-43

e-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108,110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules, the Company is pleased to provide e-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of M/s KFin Technologies Limited for the purpose of providing e-voting facility to all its members.

- i. The details of the process and manner for e-voting are given below:
 - a. Initial password is provided in the body of the email.

- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
 - ii. After entering the details appropriately, click on LOGIN.
 - iii. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters
 - with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - iv. You need to login again with the new credentials.
 - v. On successful login, the system will prompt you to select the EVENT i.e., HMT Ltd.
 - vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at venkat_acs@yahoo.com with a copy marked to evoting@kfintech.com. and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.6576'.
 - x. Members can cast their vote online from **Saturday, May 21, 2022** from 09:00 hours IST till **Sunday, June 19, 2022** to 17:00 hours IST. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
 - xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

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ANNEXURE TO THE NOTICE

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

The following explanatory statement sets out the material facts relating to the business mentioned in Item No. 1 of the accompanying Notice.

ITEM NO. 1 - TO APPROVE THE APPOINTMENT OF SHRI VIJAY MITTAL (DIN:09548096) AS PART TIME OFFICIAL DIRECTOR OF THE COMPANY

In terms of the Articles of Association of the Company, the President of India is vested with the power to appoint the Directors of the Company from time to time and also shall determine the terms of office of such Directors.

Ministry of Heavy Industries vide its order dated 23rd March 2022, appointed Shri Vijay Mittal (DIN: 09548096), Joint Secretary, Ministry of Heavy Industries as Part time Official Director of the Company, until further order. Accordingly, Shri Vijay Mittal has been inducted on the Board of Directors of the Company as a Part time Official Director/Additional Director pursuant to Article 67(D) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f., 25th March 2022.

Further pursuant to SEBI (LODR) Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularization of the appointment of Shri. Vijay Mittal as Part Time Official Director on the same terms and conditions as determined by the Government of India.

Nomination & Remuneration Committee has recommended to the members, the appointment of Shri Vijay Mittal as Part Time Official Director of the Company.

Shri Vijay Mittal, if appointed, shall be liable to retire by rotation. Shri Vijay Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Vijay Mittal does not hold any share in HMT Limited.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 1 as an Ordinary Resolution.

Brief resume of Shri Vijay Mittal is below.

Additional information on Directors being appointed/re-appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India

Age	54
Date of first appointment on Board	25 th March 2022
Qualification	B.Tech in Electrical Engineering / Post Graduate Diploma in Energy and Sustainable Development

	Masters Diploma in Public Administration (MDPA) from IIPA, New Delhi
Brief Resume including experience	Shri Vijay Mittal is presently posted as Joint Secretary in Ministry of Heavy Industries, Government of India. Shri Vijay Mittal belongs to Indian Ordnance Factory Service (IOFS: 1991) and prior to joining Ministry of Heavy Industries, he was posted as Deputy Director General in Directorate of Ordnance, Department of Defence Production, Ministry of Defence (MoD), New Delhi. Earlier he worked as Director in Ministry of Rural Development and Ministry of Drinking Water and Sanitation implementing centrally sponsored schemes of rural sanitation of Government of India.
Nature of his expertise in specific functional areas	As Deputy Director General in Directorate of Ordnance, his responsibilities included management functions and control of seven new Defence Public Sector Undertakings (DPSUs) in respect of policy making, enabling and facilitating necessary approvals of MoD. His responsibilities in earlier part of career included production and indigenization of critical defence stores in various units and acquisition of new weapon systems with Transfer of Technology. He has been recipient of prestigious awards of 'AYUDH BHUSHAN' in the year 2015 & 2019 and 'AYUDH SHRI' in the year 2005 for outstanding contribution towards new products and technologies in defence production for the organization.
Other Directorships along with listed entities from which the person has resigned in the past three years.	Bharat Heavy Electricals Limited, Heavy Engineering Corporation Limited, HMT Machine Tools Limited and HMT (International) Limited w.e.f. 25 th March, 2022 and Andrew Yule & Co Ltd w.e.f. 28 th March, 2022.
Chairmanship/Membership of Committees in companies in which position of Director is held	Member of Nomination & Remuneration Committee and Committee on Arbitration & Major Legal Disputes and Chairman of Project Review Committee of the Board of Bharat Heavy Electricals Ltd.
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	No Board Meetings held after appointment
Terms and conditions of appointment or reappointment including remuneration	Appointed as per the order of the President of India vide Ministry of Heavy Industries Order No.1-05/15/2019-P.E.10 dated 23 rd March, 2022
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The skills / expertise / competencies as required in the context of business(es) & sector(s) pertaining to the Company are identified by the Government of India and accordingly selection of Directors on the Board of the Company is made by the Government as per its own process.

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