

PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF HMT LIMITED HELD AT 11.00 A.M. ON FRIDAY, JUNE 21, 2013 AT THE REGISTERED OFFICE OF THE COMPANY, NO. 59, BELLARY ROAD, BANGALORE – 560 032

PRESENT:

Shri Harbhajan Singh	Chairman & Managing Director HMT Limited
Shri D.K.Chaudhary	Notified President's Representative for all the shares held by the President of India
Individual Shareholders	24
Proxies	4

IN ATTENDANCE

Shri U.Jagadish Nayak	General Manager & Company Secretary, HMT Limited
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Quorum being present, the Chairman declared the meeting open.

At the outset some of the shareholders present complained regarding non-receipt of Notice of the Extra Ordinary General Meeting. It was clarified by the Company Secretary that the notices were sent through e-mails and post to all the shareholders. However, the Members were assured that in future, the receipt of notice of general meetings will be ensured.

Further, the Chairman & Managing Director replied to certain specific queries made by the Members present at the meeting regarding performance of the Company, details of the Revival plans, the public shareholding after implementation of Government Equity etc. The Chairman also welcomed the suggestions made by shareholders and assured to look at them.

The Chairman thereafter addressed the Shareholders.

With the permission of the Members present, the Notice convening the meeting was taken as read. The Chairman then took up the item of the Notice for consideration.

SPECIAL BUSINESS

Shri D.K.Chaudhary (Presidential Nominee) proposed and one of the Shareholder seconded the following Resolution as a Special Resolution:



"RESOLVED THAT subject to the approval of the President of India and in terms of Section 94 read with Section 31 and other applicable provisions, if any, of the Companies Act 1956 and Article 4 of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.1450,00,00,000/- (Rupees One thousand Four hundred and Fifty Crores Only) divided into 100,00,00,000/- Equity Shares of Rs. 10/-each and 4,50,00,000 Preference Shares of Rs. 100/- each to 2100,00,00,000 (Rupees Two thousand One hundred Crores Only) by creation of additional 23,00,00,000 equity Shares of Rs.10/- each and 4,20,00,000 Preference Shares of Rs. 100/- each ranking pari passu in all respects with the existing shares.

"FURTHER RESOLVED THAT Clause V of the Memorandum of Association and Article 4 of Articles of Association of the Company be and is hereby altered by substituting the words and figures 'Rupees One Thousand Four Hundred and Fifty Crores divided into 100,00,00,000 Equity shares of Rs. 10/- each and 4,50,00,000 Preference shares of Rs. 100/- each' with the words and figures "**Rupees Two thousand One hundred Crores divided into 123,00,00,000 Equity Shares of Rs.10/- each and 8,70,00,000 Preference Shares of Rs.100/- each.**"

"RESOLVED FURTHER THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act 1956 the Board of Directors be and are hereby authorized to issue in future, unissued equity Shares of Rs.10/- each and Preference Shares of Rs. 100/- each at par out of the Authorised Share Capital of Rs. 2100 Crore to President of India, in such manner as the Board may deem fit.

Thereafter Shri Antony Chacko, Director (Operations) proposed a vote of thanks to the chair.

The Chairman then declared the meeting as closed.


(Harbhajan Singh)
Chairman & Managing Director

Place: Bangalore
Date: 21 June, 2013