

ANNEXURE 1 B

Name of the Company : **HMT LIMITED**
Quarter ending on : **March 31, 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49		
(A) Composition of Board	49 (I A)	No	Consequent to change/cessation of Directors on the Board, the Government has been requested to appoint Independent Directors in compliance with the requirement as the President of India is the appointing authority for all Directors in terms of Articles of Association of the Company.
(B) Non- executive Directors' Compensation & disclosures	49 (I B)	N.A.	No compensation has been paid/proposed to be paid to Non-Executive Directors (excluding the sitting fees)
(C) Other provisions as to Board and Committees	49 (I C)	Yes	-
(D) Code of Conduct	49 (I D)	Yes	-
II Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	No	Consequent to change/cessation of Directors on the Board, the Government has been requested to appoint Independent Directors in compliance with the requirement as the President of India is the appointing authority for all Directors in terms of Articles of Association of the Company so as to re-constitute the Audit Committee.
(B) Meeting of Audit Committee	49 (II B)	No	Due to non-availability of quorum/re-constitution Audit Committee Meeting could not be held during the quarter.
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 II D)	Yes	
(E) Review of information by Audit Committee	49 (II E)	Yes	

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
III Subsidiary Companies	49 (III)	No	The Government has been requested to appoint one Independent Director on the Board of HMT Machine Tools Limited which is a material non-listed Subsidiary Company from one of the Independent Directors to be appointed on the Board of HMT Limited, the Holding Company.
IV Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	N.A.	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	-	Will be complied in the Annual Report
(G) Shareholders	49 (IV G)	-	Will be complied in the Annual Report
V. CEO/CFO Certification	49 (V)	-	Will be complied in the Annual Report
VI. Report on Corporate Governance	49 (V)	-	Will be complied in the Annual Report
VII Compliance	49 (VII)	-	Will be complied in the Annual Report