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H.M. ELECTRO MECH LIMITED

305, ASHRAM AVENUE, B/H. KOCHRAB ASHRAM, PALDI, AHMEDABAD-380 006. GUJARAT, INDIA, **TELE FAX** : 079 - 4009 2538
E-mail : info@hmelectromech.com **Web** : www.hmelectromech.com **CIN No** : L45500GJ2018PLC102018

Date: 06th March, 2026

To,
The Department of Corporate Services
BSE Limited
25th Floor, P. J Tower,
Dalal Street, Fort, Mumbai-400001

Security ID: HMEML
Security Code:544349

Sub: Intimation of Extra Ordinary General Meeting of the company.

We would like to inform you that Company's Extra Ordinary General Meeting will be held on Monday, 30th March, 2026 at 12.30 P.M. (IST) at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi., Ahmedabad, Gujarat, India, 380006.

We are enclosing herewith notice of Extra Ordinary General Meeting of the Company. The Notice will be available on the website of the Company i.e. www.hmelectromech.com. We request you to kindly take the above information on your record.

Thanking you,

Your Faithfully,

For, H.M. Electro Mech Limited

Mahendra Ramabhai Patel
Whole Time Director
DIN: 02190228

H.M. ELECTRO MECH LIMITED

CIN: L45500GJ2018PLC 102018

REGD OFF: 305, ASHRAM AVENUE, B/H. KOCHRAB ASHRAM, PALDI, AHMEDABAD, GUJARAT, INDIA-380006

PHONE: +91-79-40092538;E-MAIL:cs@hmelectromech.com; Website: www.hmelectromech.com

NOTICE

Certified True copy of NOTICE is hereby given that the 01/2025-2026 Extra Ordinary General Meeting of the members of the Company will be held on Monday,30th March 2026 at 12.30 P.M. at Registered Office of the company situated at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi, Ahmedabad, Gujarat, India, 380006.

Dear Member(s).

Notice is hereby given that pursuant to Section 101 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 18 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of H.M. ELECTRO MECH LIMITED("the Company") by passing resolutions. The Explanatory Statement pertaining to the Resolutions proposed in this notice setting out all material facts and reasons to understand the meaning, scope and implication thereof.

SPECIAL BUSINESS:

1. ADDITION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 ('the Act') and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), which the Board of Directors is authorised to accept, as it may deem fit, the approval of members of the Company be and is hereby accorded for insertion of new objects in the Main Object Clause of the Memorandum of Association of the Company by inserting Sub Clause no.3 under Clause III{A} as under:

3.To carry on the business to manufacture, assemble, alter, acquire, build, construct, convert, commercialize, dismantle, design, develop, display, demonstrate, erect, equip, establish, fabricate, finish, hold, handle, install, hire, let on hire, repair, maintain, modify, market, machine, own, operate, protect, pulldown, reconstruct, renovate, recondition, remodel, job worker, contractor, founders, melters, annealers, makers, shapers, galvanizers, electro-platers, japaners, metal-workers, promotor, consultant, engineer, collaborator or otherwise to deal in all type of manufacturing of Engineering goods and electronic goods and all type of fabrication work to be done used in all types of industries, hotels, railways, ships, aviations, defence, mining, oil drilling, water works, power plants, public utilities, offices, laboratories, hospitals and for other commercial, domestic or other purposes.

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

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2. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH NITIN PATEL & CO.,PARTNERSHIP FIRM.

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (the “Listing Regulations”), Section 188 and all the applicable provisions, if any of the Companies Act, 2013 (the “Act”) along with the Rules made there under and other applicable laws including any amendments, modifications, variations or re-enactments thereof for the time being in force, pursuant to the recommendations and approval of the Audit Committee and on recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions/agreements, in the ordinary course of business and on arm’s length basis with Nitin Patel & Co., a ‘Related Party’ of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) Sale of goods or services for upto Rs. 25 crore and b) Purchase of goods or services for up to Rs. 25 crore and for term upto one year on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company(including any Committee thereof) as deemed fit, from time to time.”

“RESOLVED FURTHER THAT the board of directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take and already taken all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any Officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxies to attend and vote instead of himself/herself and a proxy need not be a member. The Proxies in order to be valid must be delivered at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not more than 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. In case the proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy cannot act as a proxy for any other person or shareholder.

2.The Explanatory Statement pursuant to Section 102(1) of the Act, with respect to the Special Business to be transacted at the meeting set out in the Notice is annexed hereto.

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3. In terms of section 101 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of Extra Ordinary General Meeting. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website at www.hmelectromech.com and website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com. For members who have not registered their email addresses, physical copies are being sent by the permitted mode, on request to company at email ID cs@hmelectromech.com.

4. Members / proxies are requested to bring the attendance slip send herewith duly filled in for attending the meeting. In case of joint holders, Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM. For administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

5. Only registered members of the Company or any proxy appointed by such registered member may attend the Extra Ordinary General Meeting as provided under the provisions of the Companies Act, 2013.

6. Corporate members intending to send their authorized representatives to attend the Extra Ordinary General Meeting are requested to send the Company, a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the Extra Ordinary General Meeting.

7. A Route Map showing the Directions to reach the venue of the Extra Ordinary General Meeting is attached along with the notice as per the requirement of Secretarial Standards-2 on General Meeting.

8. The Board of Directors has appointed M/s. Kinkhabwala & Associates Practicing Company Secretaries, as the Scrutinizer to scrutinize poll process at the Extra Ordinary General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Extra Ordinary General Meeting, count the votes cast at the meeting in the presence of at least two witnesses not being in the employment of the Company and make scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

9. The result will be declared on receipt of Scrutinizer's Report. The results declared along with the scrutinizer's report will be available on the website of the Company (www.hmelectromech.com). The Company shall simultaneously forward the results to Stock Exchanges where the equity shares of the Company are listed, within the prescribed period.

10. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

11. Members are requested to vote only through ballot at the Extra Ordinary General Meeting and in no other form.

12. Members who holds shares in electronic form are requested to write their DP ID and Client ID in the Attendance Slip for attending the Extra Ordinary General meeting to facilitate identification of membership at the Extra Ordinary General meeting.

13. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the RTA/Depositories, as the case may be, as on the cut-off date as on Friday, 27th March, 2025 only shall be entitled to avail the facility voting at the Extra Ordinary General Meeting. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for voting at the EGM and should treat this Notice for information purpose only.

14. All the documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days (except holidays) up to the date of the General Meeting.

15. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.

16. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their client ID number with DPID

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number, as the case may be.

17. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014, All the aforesaid documents have been uploaded on and are available for download from the Company's Website, being www.hmelectromech.com.

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in respect of the shares held by them.

CONTACT DETAILS:

| | |
|------------------------------|--|
| Company | H.M. Electro Mech Limited Email: cs@hmelectromech.com |
| Registrar and transfer agent | Cameo corporate services limited Email: investor@cameoindia.com |
| Scrutinizer | M/S Kinkhabwala and Associates Practicing Company Secretaries, Ahmedabad Email: cs.kinkhabwala@gmail.com |

Place: Ahmedabad

Date: 06/03/2026

**BY ORDER OF THE BOARD
FOR H.M. ELECTRO MECH LIMITED.**

REGISTERED OFFICE

**305, Ashram Avenue
B/H. Kochrab Ashram, Paldi. Ahmedabad,
Gujarat, India, 380006**

Sd/-

**Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)**

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EXPLANATORY STATEMENT

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

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying Notice.

ITEM NO. 1: ADDITION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

Board of the company is planning to expand its current business by entering into incidental activities. As result of good potential in the field of Solar Energy, company wants to try expertise in new area of manufacturing of Tanks / Fins etc. Which will be used in transformers of power and Solar projects. The company also planning to expand its business via working in all type of fabrication work.

All the above proposed businesses have good potential and bright prospects for the Company. The above-mentioned new opportunities would allow the company to diversify its operation there by, scaling up its growth, contributing immensely to the bottom line of the Company, and unlocking shareholder wealth.

The Board of Directors, on 6th March, 2026, approved the aforesaid alteration in the Object Clause of the MOA of the Company, subject to the approval of the Members of the Company and thereafter by the respective Registrar of Companies, Ahmedabad.

A copy of the MOA of the Company showing the proposed changes is available for inspection by the members at the Company's registered office on any working day during business hours. Further, the amended copies of the MOA can be made available to the members concerned on demand for the purpose of verification by members.

None of the directors or key managerial personnel or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for altering the Object clause of Memorandum of Association of the Company by way of a Special Resolution.

ITEM NO.2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH NITIN PATEL & CO., PARTNERSHIP FIRM

As the specified transaction falls under the Material Related Party Transaction as per Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement), 2015, hence company must pre approve the transaction with Audit committee and with members of the company.

As per the Listing Regulations, a Related Party Transaction is considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 50 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, for SME Listed Company. The said requirement is applicable to the all SME Listed company with effect from 1st April, 2025.

In continuation of the above , Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/18 dated February 14, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circular"), every listed company has to disclose specified minimum information of Related Party Transaction proposed to be enter by company in format provided in above mentioned circulars.

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The Audit Committee in its meeting held on 06th March, 2026 approved the proposal of entering into the contract/agreement/arrangement with Nitin Patel & Co. a) Sale of goods or services for upto Rs. 25 crore and b) Purchase of goods or services for upto Rs. 25 crore and term for upto one year. The committee also confirms on receipt of relevant minimum information provided by the management as required by the law that the said transaction is on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Transaction Policy of the Company.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/ Director/ Key Managerial Personnel of the Company in the related parties to the extent that such shareholding is in excess of 2% is required to be disclosed.

Other than Nitin Dhorajiya Chief financial Officer of the company and Twinkal Paneliya Promoter of the company and no other director, KMP and relatives are interested or concern in this resolution.

Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of for the RPT by way of as an Ordinary Resolution.

The Details of the Related Party Transaction is as under:

| Sr. No. | Particulars | Details | |
|----------------|---|---|---|
| 1 | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Name of Related Party Nitin Patel & Co. | Relationship with the listed entity Nitin Dhorajiya is Partner Nitin Patel & Co. and Chief Financial Officer of company. |
| 2 | Name of Director(s) or key Managerial Personnel/ Promoter who is related, if any | Name of Directors or Key Managerial Personnel. Mr. Nitin Dhorajiya | Nature of Relationship Chief Financial Officer |
| 3 | Type, Material terms and particulars | a) Sale of goods or services for upto Rs. 25 crore and b) Purchase of goods or services for upto Rs. 25 crore. ("Related Party Transactions") | |
| 4. | Tenure Of Transaction | For Up to One Year (1 year) | |
| 5. | Value of the transaction | a) Sale of goods or services for upto Rs. 25 crore and b) Purchase of goods or services for upto Rs. 25 crore | |
| 6. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | Upto 41.09% <i>*Note: The value of the proposed transactions with each related party is assumed to be upto Rs. 50 Crore, which is approximately 41.09 % & of the listed entity's annual consolidated turnover for the immediately preceding financial year. Accordingly, the percentage is also based on this assumption of transaction value.</i> | |
| 7. | Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | N.A. | |
| 8. | Justification as to why RPT is in the interest of the Listed Entity. | The proposed RPT to be undertaken between the related party will be in the nature of purchase/sale of goods, services, inter-corporate loans, and/or any other business activities. All the | |

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| | | |
|----|---|---|
| | | <p>transactions proposed to be undertaken would be on arm's length and in ordinary course of business.</p> <p>Further, the Audit Committee and the Board of Directors have reviewed the terms of the transaction in detail and are satisfied that the transaction is in the best interest of the Company and its shareholders.</p> <p>All relevant disclosures will be made in compliance with applicable regulations to ensure transparency and uphold corporate governance standards.</p> |
| 9. | A copy of valuation or other external party report, if such report has been relied upon | N.A. |

Place: Ahmedabad

Date: 06/03/2026

REGISTERED OFFICE

**305, Ashram Avenue,
B/H. Kochrab Ashram, Paldi. Ahmedabad,
Gujarat, India, 380006**

**BY ORDER OF THE BOARD
FOR H.M. ELECTRO MECH LIMITED.**

Sd/-

**Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)**

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ATTENDANCE SLIP

I/We hereby record my/our presence at the 01/2025-2026 Extra Ordinary General Meeting of the members of the Company will be held on Monday, 30th March 2026 at 12.30 P.M. at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi., Ahmedabad, Gujarat, India- 380006.

Full name of the Member:

Address of the Member:

Folio No: _____; DP-ID No. _____

Client ID No. _____

No. of shares held:

Full name of the Proxy (If attending the meeting):

Member's /Proxy's Signature:

Note:

1. Please complete the Folio / DP ID-Client No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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EGM VENUE



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PROXY FORM

FORM NO. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.)

Name of the member(s) : _____

Registered Address : _____

E-mailID : _____

Folio No./ Client Id / Dp.Id: _____
_____ No.

ofShares: _____

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint:

1. Name : _____ Address _____

E-mailID: Signature _____ or failing him/her

2. Name : _____ Address _____

E-mailID: _____ Signature or failing him/her

3. Name : _____ Address _____

E-mailID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2025-2026 Extra Ordinary General Meeting of the Company, to be held on **Monday, 30th March 2026 at 12.30 P.M.** at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi, Ahmedabad, Gujarat, India, 380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

| Resolution No. | Particulars of Resolution | For | Against |
|-----------------------|--|------------|----------------|
| 1. | TO ADDITION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (SPECIAL RESOLUTION) | | |
| 2. | TO APPROVE OF MATERIAL RELATED PARTY TRANSACTION WITH NITIN PATEL & CO., PARTNERSHIP FIRM(ORDINARY RESOLUTION) | | |

Signed this _____ day of _____ of 2026.

Signature of Shareholder _____

Affix
Re1
revenue
stamp

Signature of Proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
3. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member(s) in the above box before submission