

AGM NOTICE ***2024-25***



CIN: L45500GJ2018PLC102018

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

NOTICE is hereby given that the 07th Annual General Meeting of the members of the Company will be held on Friday, 26th September 2025 at 12.00 P.M. at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi, Ahmedabad, Gujarat, India, 380006 to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon.

"**RESOLVED THAT** the Standalone audited financial statements including Balance Sheet of the Company as at March 31, 2025, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2025 together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

- (2) To appoint a director in place of Mr. Dipak Padmakant Pandya (DIN: 02188199) who retires by rotation and being eligible, offers himself for re-appointment.

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Dipak Padmakant Pandya (DIN: 02188199), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company".

- (3) To appoint a director in place of Mrs. Mita Dipak Pandya (DIN: 07556372) who retires by rotation and being eligible, offers herself for re-appointment.

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mita Dipak Pandya (DIN: 07556372), who retires by rotation at this meeting, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company".

SPECIAL BUSINESS:

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

Regularization of Ms. Riya Vipulbhai Kanani (DIN:11100598) as Non- Executive Independent Director of the company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Riya Vipulbhai Kanani (DIN:11100598) who was appointed as an Additional Director of the Company by the Board of Directors (categorized as 'Independent Director') with effect from August 01, 2025 and who holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in

writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria of independence as provided in Section 149 (6) of the Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from August 01, 2025.”

“RESOLVED FURTHER THAT the Board of the Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

Change of designation of Mr. Harshal Mahendra Patel (DIN: 10350341) from Non-executive director to Whole Time Director of the company.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for change of designation of Mr. Harshal Mahendra Patel (DIN: 10350341) from Non-executive director to Whole Time Director of the Company for the period of 3 (Three) years with effect from 01st August, 2025, on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized in consultation with Board of Director to revise from time to time during the tenure of the appointment of Mr. Harshal Mahendra Patel, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

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

Approval of Borrowing limit of the company under section 180 of Companies Act, 2013.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) and other all entities from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 300,00,00,000/- (Rupees Three Hundred Crore Only).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

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

Approval to make loan, give guarantee, providing security or make investment under Section 186 of Companies Act, 2013.

“RESOLVED THAT pursuant to the provisions of Section 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013; read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of members of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 300,00,00,000/- (Rupees Three Hundred Crore Only).”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Appointment of M/S. Kinkhabwala and Associates, Practicing Company Secretary, as the secretarial auditor of the company for 5 (Five) Consecutive Years.

“RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the ‘Board’), the consent of members be and is hereby accorded to appoint M/S. Kinkhabwala and Associates, Practicing Company Secretary as the Secretarial Auditors of the Company for a Secretarial Audit period of five consecutive years commencing from FY 2025-26 until FY 2029-30, on such remuneration as mentioned in explanatory statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

NOTES:

1. Information required to be furnished as required under SS-2 and Regulation 36(3)SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, the particulars of Director who is proposed to be re-appointed is given below:

Name of the Director	^Mrs. Mita Dipak Pandya (DIN:07556372)	^ Mr. Dipak Padmakant Pandya (DIN: 02188199)	^Ms. Riya Vipulbhai Kanani (DIN: 11100598)	^Mr. Harshal Mahendra Patel (DIN: 10350341)
Designation	Whole Time Director	Managing Director	Additional Non-Executive Director (Independent Category)	Whole Time Director (w.e.f. 01.08.2025)
Date of Birth	10/12/1965	25/03/1963	26/10/2003	30/04/1993
Age	60 Years	62 Years	21 Years	32 Years
Original Date of Appointment	24/04/2018	24/04/2018	01/08/2025	21/10/2023
Qualification and Expertise in Functional areas	She holds degree of Bachelor of Science degree in Home Science from Sardar Patel University in year 1986. She is having more than 16 years of experience in office management work.	He holds degree of Bachelor of Engineering in Mechanical from Sardar Patel University, Gujarat. He is having more than 21 years of experience in electro-mechanical Instrumentation. He looks Projects, Operations & Maintenance and HR department of the company.	She is specialize in corporate income tax compliance, showcasing a proven track record for meticulous attention to detail and delivering high quality tax reporting solutions.	He has completed a diploma in Mechanical Engineering from Gujarat Technological University in the year 2017. He is having more than 6 years of experience as civil, electro-mechanical & Instrumental works
Terms and Condition of appointment/ Re-appointment	Re-appointment on same terms.	Re-appointment on same terms.	Appointment as Independent Director of the company for the period of 5 (Five) consecutive years from 01 st August, 2025 to 31 st July, 2030.	Re-designated as Whole Time Director of the company for the consecutive period of 3 (Three) years from 01 st August, 2025 to 31 st July, 2028.
Remuneration /Sitting Fees sought to be paid.	Rs. 1,00,000 per month.	Rs. 6,00,000 per month.	Rs. 80,000 per year.	Rs. 1,00,000 per month.
Shareholding in the Company (As on 31.03.2025)	24,15,800 equity shares	25,60,800 Equity Shares	Nil	10,000 Equity Shares
Details of Directorship held in other Companies as on 31.03.2025	Indcon Panels Private Limited	Nil	Nil	Nil

# Details of Membership/ Chairmanship of Committee as on 31.03.2025	-	Member of Audit Committee and CSR Committee.	Member of Nomination and Remuneration committee. (w.e.f. 01.08.2025)	Member of CSR Committee
No. of board meetings attended during Financial Year 2024-25	Fifteen (15)	Fifteen (15)	Not Applicable	Fifteen (15)

^ Mrs. Mita Dipak Pandya, Whole Time Director of the Company is wife of Mr. Dipak Padmakant Pandya, Managing Director of the Company.

^ Mr. Dipak Padmakant Pandya, Managing Director of the company is husband of Mrs. Mita Dipak Pandya, Whole Time Director of the company.

^ Mr. Harshal Mahendra Patel, Whole Time Director of the Company is son of Mr. Mahendra Ramabhai Patel, Whole Time Director of the Company.

under this column, membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee is considered.

2.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.

3.The Explanatory Statement pursuant to Section 102(1) of the Act, with respect to the Ordinary Business to be transacted at the meeting set out in the Notice is annexed hereto. The relevant details as required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment/re- appointment as Directors, is also annexed to this notice.

4.In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 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 and Annual Report 2024-25 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.

5.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 AGM. 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.

6.Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.

7. Corporate members intending to send their authorized representatives to attend the Annual 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 Annual General meeting.

8.The financial statements, the reports and all other documents required under the law to be annexed thereto are available for inspection during working hours at the Registered Office of the Company on any working day

upto the conclusion of this meeting. Members may also note that the notice of annual general meeting will also be available on the website of the Company www.hmelectromech.com for their download.

9.Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least Ten days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.A Route Map showing the Directions to reach the venue of the 07thAnnual General Meeting is attached along with the notice as per the requirement of Secretarial Standards-2 on General Meeting.

10.The Board of Directors has appointed M/s. Kinkhabwala & Associates Practicing Company Secretaries, as the Scrutinizer to scrutinize poll process at the Annual General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Annual 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.

11.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.

12.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.

13.Members are requested to vote only through ballot at the Annual General Meeting and in no other form.

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

15.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 Saturday, 20thSeptember, 2025 only shall be entitled to avail the facility voting at the Annual 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 AGM and should treat this Notice for information purpose only.

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: 28th August, 2025

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)

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. 4

Ms. Riya Vipulbhai Kanani has been appointed as an Additional Director (Categorized as Independent Director) of the Company by the Board of Directors w.e.f. 01st August, 2025 as recommended by Nomination and Remuneration Committee of the Board. She holds office upto the date of this ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company.

The Company has received from her requisite consent to act as a Director and a declaration that She meets the criteria of independence as provided under Section 149(6) of the Act, in connection with her appointment as an Independent Director. Copy of the draft letter for her appointment as an Independent Director would be available for inspection without any fees by the members at the Registered office of the Company during normal business hours on any working day upto the date of ensuing Annual General Meeting. The nomination remuneration committee has also recommended her appointment as an Independent Director on the Board.

Ms. Riya Kanani is specialize in corporate income tax compliance, showcasing a proven track record for meticulous attention to detail and delivering high quality tax reporting solutions. Considering her qualification, expertise and experience the Board of Directors thought it desirable to appoint her as an Independent Director on the Board.

Your Directors recommend the passing of the proposed as an Ordinary Resolution.

Except Ms. Riya Kanani, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

The Board of Directors of the Company has approved and changed the designation of Mr. Harshal Mahendra Patel as the Whole Time Director of the Company from non executive director on the recommendation of a Nomination and Remuneration Committee for a period of three years with effect from 01st August, 2025, subject to approval of the members of the Company on the terms and conditions and remuneration as mentioned herein below:

(a) Salary:

Salary plus allowances with different breakup be payable on monthly basis within overall limit not exceeding Rs. 6,00,000/- per month. Annual increment maximum up to 40% of last remuneration depending upon work performance, working of the Company etc. as may be decided by Nomination and Remuneration Committee of the Board from time to time.

(b) Perquisites:

In addition to the salary as described in (a) above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.

(i) Provident Fund: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

(ii) Gratuity: The Company shall pay gratuity as per the Company's Rules.

(iii) Encashment of leave at the end of the tenure.

(c) Other Perquisites:

(i) Medical Reimbursement:

Expenses incurred for self and family subject to the ceiling of one month's salary per year which can be carried forward for 3 years.

(ii) Leave travel concession: For self and family once in a year within such limits as may be approved by the Nomination and Remuneration Committee from time to time.

(iii) Bonus / Ex-gratia payments: The Company shall pay as per the rules of the Company.

(iv) The Company shall pay the residence telephone expenses, however the long distance personal call shall be billed by the Company.

(v) He shall be entitled to the benefits under all the other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the company's practice, rules, regulations in force from time to time.

(d) Contribution to Pension Scheme (NPS):

The Company may contribute in Pension Scheme as per the Company's rules.

(e) He will be entitled to all other benefits as applicable to the senior executives of the Company.

(f) For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.

Notwithstanding anything to the contrary herein contained, where, in any financial year the Company, has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

Pursuant to the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 the approval of the members is being sought for appointment and payment of remuneration to Mr. Harshal Mahendra Patel as the Whole Time Director of the Company. In the opinion of the Board, Mr. Harshal Mahendra Patel fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for his appointment as the Whole Time Director of the Company.

Your Directors recommend the passing of the proposed resolution.

Except Mr. Harshal Mahendra Patel being an appointee, Mr. Mahendra Ramabhai Patel, Whole Time Director of the Company being as relatives, none of the other directors and Key Managerial personnel and / or their relatives are concerned or interested, financially or otherwise in the proposed Resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

I. *General Information: As per Note given below

II. Information about the appointee:

(1) Background details: He has completed a diploma in Mechanical Engineering from Gujarat Technological University in the year 2017.

(2) Past Remuneration: NIL

(3) Recognition and awards: NIL

(4) Job profile and his suitability: The Whole-time Director is responsible for project and corporate strategy subject to the superintendence, control and direction of the Board of Directors.

(5) Remuneration proposed: As mentioned above.

(6) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.

(7) Mr. Harshal Mahendra Patel has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration and his shareholding in the Company.

III. Other information: As per Note given below.

*General information of the Company:

- (1) Nature of Industry: Civil/Infrastructure Industry
- (2) Various Projects of company is undergoing.
- (3) The Company is not a new Company.
- (4) Financial Performance:

(Rs. in Lacs)		
PARTICULARS	Year ended 31-03-2025	Year ended 31-03-2024
Revenue from Operations	12166.69	11703.45
Other Income	38.57	26.52
Profit before Exceptional Items and Tax	1141.34	1078.79
Exceptional items – One Time Expenses of Lenders Settlement		-
Profit before Tax	1141.34	1078.79
Tax Expense	(306.27)	(277.79)
Profit After Tax (PAT)	835.07	801.00
Other Comprehensive Income	-	-
Total Comprehensive Income	835.07	801.00

- (5) There are no foreign investments by the Company and the company has not entered into foreign collaboration.

** Other information: The profits of the Company are in line with the current industrial scenario and are reasonable, but the remuneration payable to the Managing Directors, considering their valuable contributions and increased responsibilities, as mentioned here above during their tenure exceeds the limits prescribed under Section 197 of the Companies Act, 2013 however are in line with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013. The Company is continuously working for improving production efficiency and better profitability.

Item No. 6.

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the members in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 300,00,00,000/- (Rupees Three Hundred Crore Only) from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) and other all entity in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of The Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 6 of Special Business of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

Item No. 7.

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub-section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to

- a. Give any loan to any person or other body corporate;
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more, but shall not at any time exceed the limit of ₹ 300,00,00,000/- (Rupees Three Hundred Crore Only).”

Your company is growing and therefore in order to capitalize the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to Section 186 of the Companies Act, 2013 over and above the limit as specified in the resolution No. 7. Of Special Business. None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 7 of Special Business of accompanying notice.

Item No. 8.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Third Amendment Regulations dated December 12, 2024 and Regulation 24A (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. The Company may appoint an individual as Secretarial Auditor for not more than one term of five consecutive years.

It is proposed to appoint M/S. Kinkhabwala and Associates, Practicing Company Secretary, as Secretarial Auditors of the Company for an Audit period of five consecutive years commencing from 2025-26 till 2029-30, on such remuneration not exceeding Rs. 50,000 (Rupees Fifty Thousand) and subject to revision in subsequent years, as may be mutually agreed upon, between the Board of Directors of the Company and the Secretarial Auditors. The firm has confirmed its eligibility and provided the necessary documents, including the consent letter, peer review certificate, and eligibility confirmation.

The Board and the Audit Committee, while considering the appointment of M/S. Kinkhabwala and Associates as Secretarial Auditors of the Company, evaluated the firm's credentials, expertise to manage secretarial audits in the sector that the Company operates, its professional standing, technical competence and the diversity of its client portfolio. Based on this assessment, M/S. Kinkhabwala and Associates was found to be well-qualified to conduct the Secretarial Audit for the Company.

Based on the approval of the Audit Committee, the Board recommends the Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution. None of the Directors, KMPs and or their respective relatives, are in any way, concerned or interested, financially or otherwise in this Resolution.

Place: Ahmedabad
Date: 28th August, 2025

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)

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

ATTENDANCE SLIP

I/We hereby record my/our presence at the 07th Annual General Meeting of the members of the Company will be held on Friday 26th September 2025 at 12.00 P.M. at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi., Ahmedabad, Gujarat, India, 380006, registered office of the company.

Full name of the Member: _____

Address of the Member: _____

Folio No: _____

DP-ID No. _____

Client ID No. _____

No. of shares held: _____

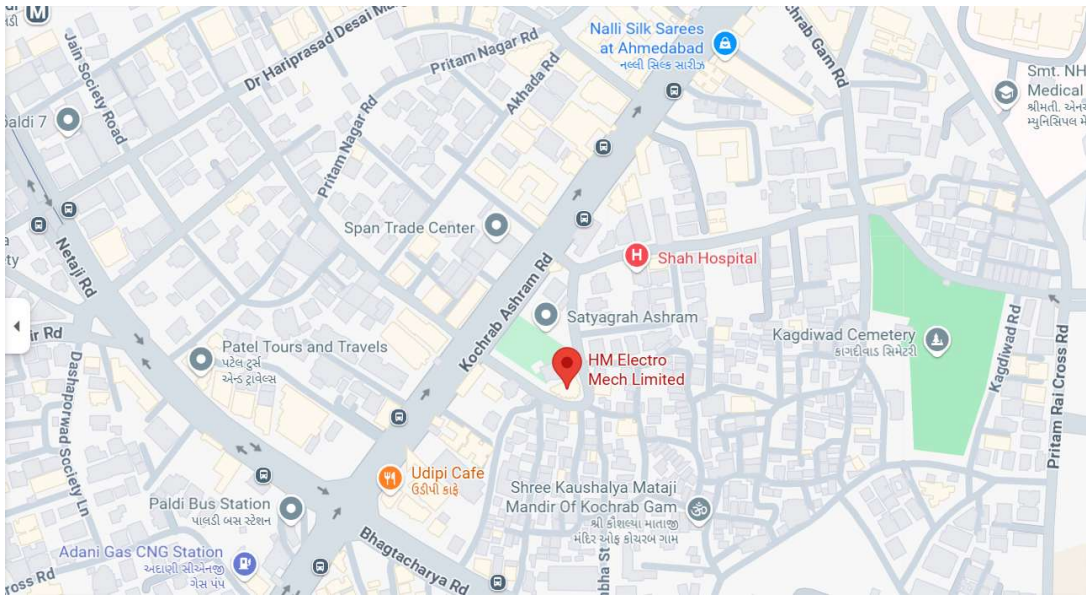
Full name of the Proxy (If attending the meeting): _____

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.

AGM Venue Route Map



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

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-mail ID : _____

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

No. of Shares: _____

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

1. Name : _____ Address _____
E-mail ID: _____ Signature _____ or failing him/her

2. Name : _____ Address _____
E-mail ID: _____ Signature _____ or failing him/her

3. Name : _____ Address _____
E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 07th Annual General Meeting of the Company, to be held on Friday, 26th September 2025 at 12.00 P.M. at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi, Ahmedabad, Gujarat, India, 380006, registered office of the company and at any adjournment there of 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
Ordinary Business			
1.	Ordinary Resolution : To receive, consider and adopt the Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon.		
2.	Ordinary Resolution : To appoint a director in place of Mr. Dipak Padmakant Pandya (DIN: 02188199) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution : To appoint a director in place of Mrs. Mita Dipak Pandya (DIN: 07556372) who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business			
4.	Special Resolution : Regularization of Ms. Riya Vipulbhai Kanani (DIN:11100598) as Non- Executive Independent Director of the company.		
5.	Special Resolution : Change of designation of Mr. Harshal Mahendra Patel (DIN: 10350341) from Non-executive director to Whole Time Director of the company.		
6.	Special Resolution : Approval of Borrowing limit of the company under section 180 of Companies Act, 2013.		
7.	Special Resolution : Approval to make loan, give guarantee, providing security or make investment under Section 186 of Companies Act, 2013.		
8.	Ordinary Resolution : Appointment of M/S. Kinkhabwala and Associates, Practicing Company Secretary, as the secretarial auditor of the company for 5 (Five) Consecutive Years.		

Signed this _____ day of _____ of 2025.

Affix
Re1
revenue
stamp

Signature of Shareholder _____

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 Annual 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.