

## **H.M. ELECTRO MECH LIMITED**

Registered Address: 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi. Ahmedabad  
Gujarat 380006

Tel: 91 – 79 – 40092538, **Email: [dipak@hmelectromech.com](mailto:dipak@hmelectromech.com)**

**CIN: U45500GJ2018PLC102018, [www.hmelectromech.com](http://www.hmelectromech.com)**

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### **NOTICE**

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**NOTICE** is hereby given that the **Second** Annual General Meeting of the Members of H.M. ELECTRO MECH LIMITED will be held on Wednesday, 30TH September, 2020 at 10.00 a.m. at the Registered Address of the Company situated at 305, Ashram Avenue, B/H Kochrab Ashram, Paldi, Ahmedabad-380006 to transact the following businesses:-

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2020 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
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.
3. To appoint a Director in place of Mr. Mahendrakumar Ramabhai Patel ( DIN : 02190228), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof, Mrs. Neetu Jalan (DIN: 08719470) who was appointed as Additional Independent Director by the Board of Directors of the company at their meeting held on 12th March, 2020, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Independent Director of the Company for a period of five years from 12th March, 2020 till 11th March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:-


“RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof, Miss. Kinjalben Patel (DIN: 08721847) who was appointed as Additional Independent Director by the Board of Directors of the company at their meeting held on 12th March, 2020, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the

Independent Director of the Company for a period of five years from 12th March, 2020 till 11th March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Date : 21/09/2020  
Place : Ahmedabad

By order of the Board of Directors  
For H.M. ELECTRO MECH LIMITED

  
**MAHENDRA PATEL**  
Director  
DIN : 02190228

**REGISTERED OFFICE**

305, Ashram Avenue,  
B/H Kochrab Ashram,  
Paldi, Ahmedabad-380006 (Gujarat), India  
E-mail : dipak@hmelectromech.com  
Website : www.hmelectromech.com  
CIN : U45500GJ2018PLC102018



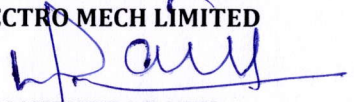
## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING/AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY NOT LESS 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ANNEXED HERETO.
2. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business mentioned in above notice is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
4. Members/proxies/authorized representatives should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
5. Members who hold shares in dematerialised form are requested to write their DP – ID and Client – ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
7. Brief resume of Directors including those liable to retire by rotation and proposed to be re-appointed, are provided in Annexure.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
9. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
10. Shareholders are eligible to file their nominations against their shareholding. Nomination Form(s) are available at the Registered Office of the Company situated at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi. Ahmedabad Gujarat 380006. Those interested in getting the facility of nomination may write to the Company Secretary of the Company for a copy of the prescribed Nomination Form.
11. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday between 11.00 a.m. to 01.00 p.m. prior to the date of Annual General Meeting of the Company.

12. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
13. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Kochrab Ashram, Ahmedabad.

Date : 21/09/2020  
Place : Ahmedabad

**By order of the Board of Directors  
For H.M. ELECTRO MECH LIMITED**

  
**MAHENDRA PATEL**  
Director  
DIN : 02190228



**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND**  
**OTHER APPLICABLE PROVISIONS AND SECRETARIAL STANDARDS**

**ITEM NO. 2 and 3**

Particulars		
Name of the Director	Dipak Padmakant Pandya	Mahendra Ramabhai Patel
DIN	02188199	02190228
Date of Birth	25/03/1963	23/06/1967
Date of first Appointment on the Board	Since Incorporation	Since Incorporation
Shareholding in the Company	25,00,000 ( 25.00% )	25,00,000 ( 25.00% )
Relationship with other Director and Key managerial Personnel	Dipak Padmakant Pandya is husband of Mrs. Mita Dipak Pandya	Mahendra Ramabhai Patel is husband of Mrs. Varsha Mahendra Patel
Number of Board meeting attended during the year	6	6
Other Directorship	Nil	Nil
Membership/ Chairmanship of Committees of other Boards	Nil	Nil
Qualification	He holds degree of Bachelor of Engineering in Mechanical from Sardar Patel University, Gujarat	He has completed his secondary examination from Gujarat Secondary Education Board in year 1982
Expertise	He is having more than 15 years of experience in electro-mechanical Instrumentation	He is having more than 15 years of experience in electro-mechanical Instrumentation

**ITEM NO. 4 and 5**

As required under the Companies Act, 2013 your Company is required to appoint two independent Directors. Pursuant to the provision of Section 160 of the Companies Act, 2013 the additional directors so appointed shall hold office till the date of ensuing annual general meeting. It is proposed to appoint the independent directors for a period of five years with effect from the date of appointment by the Board. It may be further noted that the independent directors shall not be liable to retire by rotation.

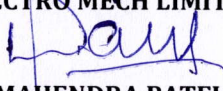
Your Company has received a notice in writing from a member of the Company proposing Mrs. Neetu Jalan and Miss Kinjalben Patel as independent Director of the Company alongwith requisite fees.

Particulars		
Name of the Director	Neetu Jalan	Kinjalben Patel
DIN	08719470	08721847
Date of Birth	03/07/1982	29/04/1994
Date of first Appointment on the Board	12/03/2020	12/03/2020
Shareholding in the Company	Nil	Nil
Relationship with other Director and Key managerial Personnel	Nil	Nil
Number of Board meeting attended during the year	Nil	Nil
Other Directorship	Nil	Nil
Membership/ Chairmanship of Committees of other Boards	Nil	Nil
Qualification	She holds degree of Bachelor of Arts	Chartered Accountant
Expertise	She has good knowledge of management affairs.	She has good knowledge of accounts, finance, taxation, laws

None of the Directorss or Key Managerial Personnel are interested in the proposed resolution. The Board recommends passing of Ordinary Resolution set out at item no. 4 and 5 of the notice.

Date : 21/09/2020  
Place : Ahmedabad

**By order of the Board of Directors**  
For **H.M. ELECTRO MECH LIMITED**

  
**MAHENDRA PATEL**  
Director  
DIN : 02190228