

## **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

**CIN: U45500GJ2018PLC102018, www.hmelectromech.com**

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### **NOTICE**

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**NOTICE** is hereby given that the **Sixth** Annual General Meeting of the Members of H.M. ELECTRO MECH LIMITED will be held on Monday, 30TH September, 2024 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, 2024 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and the Statement of Profit and Loss for the year ended on that date together with the Cash flow Statement for the period ended on 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director in place of Mrs. Mita Dipak Pandya (DIN: 07556372) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Mr. Mahendra Patel ( DIN : 02190228), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory auditors of the Company and to pass with or without modification the following resolution as **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, M/s. S V J K & Associates, Chartered Accountants, Ahmedabad (FRN: 135182W) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company to be held in the financial year 2029-2030, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out of-pocket expenses to be incurred by them in connection with the audit.”

#### **SPECIAL BUSINESS**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bhavisha Kunal Chauhan ( DIN: 10092854), who was appointed as an Independent, Additional Director of the Company by the Board of Directors with effect from June 27, 2024 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (Five) consecutive years commencing from June 27, 2024 till July 26, 2029.”



“RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary be and is hereby severally authorized to file requisite form with Ministry of Corporate Affairs and to do all acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aayush Kamleshbhai Shah( DIN: 10149440 ), who was appointed as an Independent, Additional Director of the Company by the Board of Directors with effect from June 27, 2024 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (Five) consecutive years commencing from June 27, 2024 till July 26, 2029.”

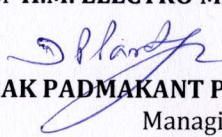
“RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary be and is hereby severally authorized to file requisite form with Ministry of Corporate Affairs and to do all acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harshal Mahendra Patel ( DIN: 10350341 ), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on October 25, 2023 effective from June 27, 2024 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (Five) consecutive years commencing from June 27, 2024 till July 26, 2029.”

“RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary be and is hereby severally authorized to file requisite form with Ministry of Corporate Affairs and to do all acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

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

  
DIPAK PADMAKANT PANDYA  
Managing Director  
DIN : 02188199

Date : 04/09/2024  
Place : Ahmedabad



**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. 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.
10. 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.
11. 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.
12. 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 : 04/09/2024  
Place : Ahmedabad



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

DIPAK PADMAKANT PANDYA  
Managing Director  
DIN : 02188199

**ANNEXURE TO NOTICE  
DISCLOSURES AS PER SECRETARIAL STANDARDS**

**ITEM NO. 2 and 3**

<b>Particulars</b>	For item No. 2	For Item No. 3
Name of the Director	Mrs. Mita Dipak Pandya	Mr. Mahendra Ramabhai Patel
Father Name	Dinkerray Chandulal Shukla	Ramabhai Patel
DIN	02188199	02190228
Date of Birth	10/12/1965	23/06/1967
Age	59	57
Nationality	Indian	Indian
Date of first Appointment on the Board	Since Incorporation i.e. 24/04/2018	Since Incorporation i.e. 24/04/2018
Shareholding in the Company	24,75,000 ( 24.75% )	25,00,000 ( 25.00% )
Relationship with other Director and Key managerial Personnel	Mr. Dipak Pandya, Director of the Company is husband of Mrs. Mita Pandya	Mr. Mahendra Patel, Director of the Company is father of Mr. Harshal Mahendra Patel.
Details of the remuneration last drawn by such person during the financial year 2023 - 2024	Rs 48.00 lacs	Rs 48.00 lacs
Details of remuneration sought to be paid	Rs 48.00 lacs	Rs 48.00 lacs
Number of Board meeting attended during the year 2023 - 2024	23	23
Other Directorship	1 namely in Indcon Panels Private Limited	Nil
Membership/ Chairmanship of Committees of other Boards	Nil	Nil
Qualification	Bachelor of Home Science	He has completed his secondary examination from Gujarat Secondary Education Board in year 1982
Expertise	She is having more than 19 years of experience in electro-mechanical Instrumentation	He is having more than 19 years of experience in electro-mechanical Instrumentation

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

  
**DIPAK PADMAKANT PANDYA**  
Managing Director  
DIN : 02188199

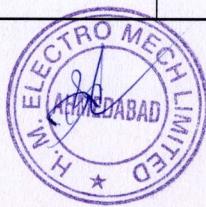
Date : 04/09/2024  
Place : Ahmedabad

**Explanatory Statement :****Item No. 5**

On the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 27<sup>th</sup> June, 2024 had approved the appointment of Mrs. Bhavisha Kunal Chauhan (DIN: 10092854) as an Independent Additional Director for a term of 5 (Five) years, with effect from 27<sup>th</sup> June, 2024.

Other details of Director seeking appointment at the forthcoming General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

<b>Particulars</b>									
Name of the Director	Bhavisha Kunal Chauhan								
Father Name	Kamleshkumar Girdharlal khakhkhar								
DIN	10092854								
Date of Birth	April 13, 1993								
Age	31 years								
Nationality	Indian								
Date of first Appointment on the Board	She was appointed as an Additional Independent Director of the company w.e.f. June 27, 2024.								
Shareholding in the Company	Nil ( 0 % )								
Relationship with other Director and Key managerial Personnel	Nil								
Details of the remuneration last drawn by such person during the financial year 2023 - 2024	Nil								
Details of remuneration sought to be paid	Quarterly sitting fees upto Rs. 20,000/- for attending various board and committee meetings.								
Number of Board meeting attended during the year 2023 - 2024	Not Applicable. since the appointment is effective from 27 <sup>th</sup> June, 2024								
Other Directorship	1) Piotex Industries Limited 2) Fonebox Retail Limited								
Membership/ Chairmanship of Committees of other Boards	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Company</th> <th>Name of Committees of which a Chairman</th> <th>Name of Committee of which a member</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Fonebox Retail Limited</td> <td>Stakeholders Relationship Committee</td> <td>Nomination and Remuneration Committee Audit</td> </tr> </tbody> </table>	Sr. No.	Name of the Company	Name of Committees of which a Chairman	Name of Committee of which a member	1	Fonebox Retail Limited	Stakeholders Relationship Committee	Nomination and Remuneration Committee Audit
Sr. No.	Name of the Company	Name of Committees of which a Chairman	Name of Committee of which a member						
1	Fonebox Retail Limited	Stakeholders Relationship Committee	Nomination and Remuneration Committee Audit						



	2	Piotex Industries Limited	-	Committee Audit Committee Stakeholders Relationship Committee Nomination and Remuneration Committee
Qualification	She is a member of Institute Company Secretaries of India. She also holds degree of Bachelor of Commerce from Gujarat University in the year 2014			
Expertise	She is having professional experience of more than 8 years in various Security market issues such as IPOs, FPOs, Bonus Issue, Migration, Voluntary Liquidation of Private Company			

Bhavisha Kunal Chauhan is not liable to retire by rotation.

The Company has also received declaration of independence pursuant to Section 149 of the Companies Act, 2013.

The Company has also received a notice from a member of the Company proposing her candidature for Director of the Company.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 except Mrs. Bhavisha Kunal Chauhan

The Board recommends passing of the above special resolution as mentioned in item no. 5 of the notice.

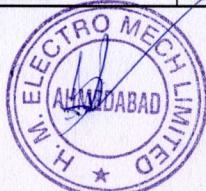


**Item No. 6**

On the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 27<sup>th</sup> June, 2024 had approved the appointment of Mr. Aayush Kamleshbhai Shah (DIN: 10149440) as an Independent Additional Director for a term of 5 (Five) years, with effect from 27<sup>th</sup> June, 2024.

Other details of Director seeking appointment at the forthcoming General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

<b>Particulars</b>				
Name of the Director	Aayush Kamleshbhai Shah			
Father Name	Shantilal Ramdas Patel			
DIN	10149440			
Date of Birth	September 26, 1991			
Age	32 years			
Nationality	Indian			
Date of first Appointment on the Board	He was appointed as an Additional Independent Director of the company w.e.f. June 27, 2024.			
Shareholding in the Company	Nil ( 0 % )			
Relationship with other Director and Key managerial Personnel	Nil			
Details of the remuneration last drawn by such person during the financial year 2023 - 2024	Nil			
Details of remuneration sought to be paid	Quarterly sitting fees upto Rs. 20,000/- for attending various board and committee meetings.			
Number of Board meeting attended during the year 2023 - 2024	Not Applicable. since the appointment is effective from 27 <sup>th</sup> June, 2024			
Other Directorship as on date of issue of notice	1) Katex Exim Limited 2) Siddhi Cotspin Limited 3) DCG Cables & Wires Limited 4) Invicta Diagnostic Limited 5) Fonebox Retail Limited			
Membership/ Chairmanship of Committees of other Boards	Sr. No.	Company	Chairperson in Committee	Membership of Committee
	1	Fonebox Retail Limited	Audit Committee	Nomination and Remuneration Committee
	2	Siddhi Stakeholders		Audit

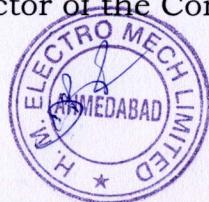


		Cotspin Limited	Relationship Committee	Committee Nomination and Remuneration Committee CSR Committee
	3	Katex Exim Limited	Audit Committee Stakeholders Relationship Committee Nomination and Remuneration Committee	-
	4	Invicta Diagnostic Limited	Audit Committee Stakeholders Relationship Committee Nomination and Remuneration Committee	-
	5	DCG Cables and Wires Limited	-	Audit Committee Stakeholders Relationship Committee Nomination and Remuneration Committee
Qualification	He is a member of Institute Company Secretaries of India. He also holds Degree of Bachelor of Commerce from Gujarat University in the year 2013 and Degree of Bachelor of Law (L.L.B) from Gujarat University in the year 2018.			
Expertise	He is having professional experience of more than 8 years in the area of Corporate Law, Security law, Capital market, Corporate Governance, FEMA Compliances, Listing Process, liaison with Regulatory authorities as well as Various Compliances under Financial Services			

Aayush Kamleshbhai Shah is not liable to retire by rotation.

The Company has also received declaration of independence pursuant to Section 149 of the Companies Act, 2013.

The Company has also received a notice from a member of the Company proposing her candidature for Director of the Company.



None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 except Mr. Aayush Kamleshbhai Shah

The Board recommends passing of the above special resolution as mentioned in item no. 6 of the notice.

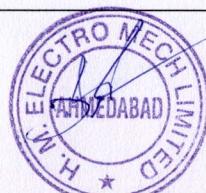


**Explanatory Statement :****Item No. 7**

On the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 21<sup>st</sup> October, 2023 had approved the appointment of Mr. Harshal Mahendra Patel (DIN: 10350341) as an Non Executive Additional Director with effect from 21<sup>st</sup> October, 2023.

Other details of Director seeking appointment at the forthcoming General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

<b>Particulars</b>	
Name of the Director	Harshal Mahendra Patel
Father Name	Mahendra Ramabhai Patel
DIN	10350341
Date of Birth	April 30, 1993
Age	30 years
Nationality	Indian
Date of first Appointment on the Board	He was appointed as an additional director of the Company with effect from October 21, 2023.
Shareholding in the Company	10,000 Equity Shares of the Company constituting ( 0.10% )
Relationship with other Director and Key managerial Personnel	Mr. Mahendra Ramabhai Patel, Whole Time Director is the father of Mr. Harshal Mahendra Patel.
Details of the remuneration last drawn by such person during the financial year 2023 - 2024	During the year the Remuneration drawn by Mr. Harshal Mahendra Patel was Rs. 12.00 lacs per annum ( including the remuneration, if any, drawn prior to joining of Directorship )
Details of remuneration sought to be paid	It is proposed to pay the remuneration of Rs. 12.00 lacs per annum with the power of the Board of Directors to increase the same subject to the provision of the Companies Act, 2013
Number of Board meeting attended during the year 2023 - 2024	8 Board Meetings attended during the year 2023 - 2024
Other Directorship	Nil
Membership/ Chairmanship of Committees of	Nil



other Boards	
Qualification	He has completed a diploma in Mechanical Engineering from Gujarat Technological University in the year 2017
Expertise	He is having more than 5 years of experience as civil, electro-mechanical & Instrumental works.

Harshal Mahendra Patel is liable to retire by rotation.

The Company has also received a notice from a member of the Company proposing her candidature for Director of the Company.

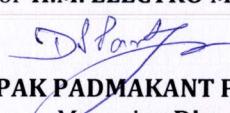
Mr. Harshal Mahendra Patel being the proposed appointee and Mr. Mahendra Ramabhai Patel ( Whole Time Director ), father of Mr. Harshal Mahendra Patel is deemed to be interested in the proposed resolution. Other Directors and Key Managerial Personnel are not interested in the proposed resolution.

The shares held by Mr. Harshal Mahendra Patel and his relatives as on date of issue of notice is as under :

Sr. No.	Name of Shareholder	Number of Equity Shares	% of total share capital of the Company
1	Harshal Mahendra Patel	10,000	0.10
2	Mahendra Ramabhai Patel	25,00,000	25.00
3	Varshaben M Patel	24,75,000	24.75
4	Pinal Mahendra Patel	10,000	0.10

The Board recommends passing of the Special resolution as mentioned in item no. 7.

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



DIPAK PADMAKANT PANDYA  
Managing Director  
DIN : 02188199



Date : 04/09/2024  
Place : Ahmedabad