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Authorized Sales & Service

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 : L43900GJ2018PLC102018

Date:04.09.2026

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

Script ID: HMEML
Script Code: 544349

Dear Sir/Madam,

Sub: Intimation of 08th Annual General Meeting of the company.

We would like to inform you that Company's 08th Annual General Meeting will be held on Monday, 28th September, 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 08thAnnual 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

Digitally signed by MAHENDRA RAMABHAI PATEL
DN: c=IN, postalCode=380060, st=GUJARAT, street=F001 VEDANT SHRIJI APPARTMENTAHMEDABADSCIENCE CITY ROADCIMS HOSPITAL ROAD NEAR B R PARK 380060, l=AHMEDABAD, o=Personal, title=8953, serialNumber=c7887ab4f9c30c738cae9556ff7f5240cc930b26216a8f3ffaa5ec0903e11fc0, pseudonym=fc6ef96b22413344e0f326f07dc5af5c, 2.5.4.20=63c31daef27bfd03d22f22148dc9224a9088570b3f056f6aeaee80c838f9679f, email=ACCOUNT@HMELECTROMECH.COM, cn=MAHENDRA RAMABHAI PATEL
Date: 2026.09.04 05:54:03 +05'30'

Mahendra Ramabhai Patel
Whole Time Director
DIN: 02190228

Encl.: As above

NOTICE OF AGM
FOR FINANCIAL YEAR 2025-26

H.M. ELECTRO MECH LIMITED

CIN: L43900GJ2018PLC102018

H.M. Electro Mech Limited

CIN: L43900GJ2018PLC102018

Regd. Off: 305,Ashram Avenue, B/H. Kochrab Ashram, Paldi., Ahmedabad,Gujarat, India, 380006

Phone:079-40092538;Email:cs@hmelectromech.com;Website:www.hmelectromech.com

NOTICE

NOTICE is hereby given that the 08th Annual General Meeting of the members of the Company will be held on Monday, 28th September 2026 at 12:30 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 2026, 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 Stand alone audited financial statements including Balance Sheet of the Company as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2026 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. Mahendra Ramabhai Patel (DIN:02190228) 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, Mr. Mahendra Ramabhai Patel (DIN: 02190228), 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 Mr. Harshal Mahendra Patel (DIN:10350341)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, Mr. Harshal Mahendra Patel (DIN: 10350341), 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".

SPECIAL BUSINESS:

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

Regularization of Mr. Jay Dineshkumar Shah (DIN: 11395464) as Non- Executive Independent Director of the company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicableprovisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment there off or the time being in force)read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jay Dineshkumar Shah (DIN: 11395464) who was appointed as an Additional Director of the Company by the Board of Directors (categorized as 'Independent Director') with effect from 1st January, 2026 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 his candidature for the office of Director of the Company and who has submitted a declaration that he 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 01st January, 2026."

"RESOLVED FURTHER THAT the Board of the Directors of the company be and is hereby authorized to doall 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 SPECIAL RESOLUTION.

Re-appointment of Mr. Dipak Padamakant Pandya, Chairman and Managing Director (DIN: 02188199)

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V and all the otherapplicable 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 thetime being in force), consent of the members be and is hereby accorded for re-appointment of Mr. Dipak Padmakant Pandya, Chairman and Managing Director (DIN:02188199) of the Company for the period of 3 years with effect from 29th January, 2027 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to revise from time to time during the tenure of the appointment Mr. Dipak Padmakant Pandya (DIN:02188199) 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 SPECIAL RESOLUTION

Re-appointment of Mr. Mahendra Ramabhai Patel, Whole Time Director(DIN: 02190228)

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and 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 re appointment of Mr. Mahendra Ramabhai Patel, Whole Time Director (DIN:02190228) of the Company for the period of 3 years with effect from 29th January, 2027 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment Mr. Mahendra Ramabhai Patel (DIN: 02190228) 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."

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

Re-appointment of Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372)

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and 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 re-appointment of Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372) of the Company for the period of 3 years with effect from 11th June, 2027 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372) the remuneration payable to her, 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 reenactments 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.”

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

Alteration of Articles of Association of the Company by way of insertion of new Article.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of theCompanies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s), enactments / re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and are hereby accorded for alteration in the Articles of Association of the Company by insertion as follows: **-**

NEW ARTICLE CLAUSE

Open to the Members to waive/ forgo his/her /their right to receive the dividend

Notwithstanding anything contained in these Articles, but subject to the provisions of the Act and all other applicable rules of the statutory authorities and rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the members of the Company who hold the equity shares in the Company to waive / forgo his / her / their right to receive the dividend (interim or final) by him / her / them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver / forgoing by the members, his / her /their right to receive the dividend (interim or final) by him / her / them under this Article shall be irrevocable immediately after the record date / book closure date fixed for determining the names of Members entitled for Dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such members who have waived / forgone his / her / their right to receive the dividend (interim or final) by him / her / them under this Article.

A member or members including 'Promoter and Promoter group' shall have right to waive off / forgo their entitlement to as dividend and such waiver / forgoing shall not be effective unless a member or members including 'Promoter and Promoter group', signs and delivers a document expressing waiver/ for going of his / her / their right to receive the dividend and that waiver is accepted as such and acted by the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may consider necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

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

Approval of Material Related Party Transaction with NitinPatel & Co. , Partnership Firm.

"RESOLVEDTHAT 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 "ListingRegulations"), 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 Companywithin the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in thenature of a) Sale of goods or rendering services for uptoRs. 25 crore and b) Purchase of goods or availing 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 andon such terms and conditions as may bedecided 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 here by 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."

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

Approval of Material Related Party Transaction with Twinsag Enterprise LLP.

"RESOLVEDTHAT pursuant tothe 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 there of 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 Twinsag Enterprise LLP, 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 rendering services for upto Rs. 50 crore and b) Purchase of goods or availing services for up to Rs. 50 crore and for term upto one year on such material terms and conditions as detailed in the explanatory statement to this resolution andon 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 (herein after 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. 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	**Mr. Mahendra Ramabhai Patel (DIN: 02190228)**	**Mr. Harshal Mahendra Patel (DIN:10350341)**	**Mr. Jay Dineshkumar Shah (DIN:11395464)**	**Mr. Dipak Padmakant Pandya (DIN:02188199)**	**Mrs. Mita Dipak Pandya (DIN:07556372)**
Designation	Whole Time Director	Whole Time Director	Additional Director- Non-Executive Director	Chairman and Managing Director	Whole Time Director
Date of Birth	23/06/1967	30/04/1993	03/06/1988	25/03/1963	10/12/1965
Age	59 Years	33 Years	38 Years	63 Years	61 Years
Original Date of Appointment	24/04/2018	21/10/2023	01/01/2026	24/04/2018	24/04/2018

Qualification and Expertise in Functional areas	He holds secondary examination from Gujarat Secondary Education Board in year 1982. He is having more than 22 years of experience in Electro Mechanical Instrumentation Work.	He has completed a diploma in Mechanical Engineering from Gujarat Technological University in the year 2017. He is having more than 7 years of experience as civil, electro-mechanical & Instrumental works	He also holds Degree of Bachelor of Commerce from Gujarat University (S.M.P.I.C College) in the year 2008 and He is having professional experience of more than 18 years in the area of Capital market, Financial Planning &Budgeting, Investment Decisions, Financing Decisions& Capital Structure, Performance Analysis, Governance, liaison with Regulatory authorities as well as Various Compliances under Financial Services.	He holds degree of Bachelor of Engineering in Mechanical from Sardar Patel University, Gujarat.He is having more than 22 years of experience in electro-mechanical Instrumentation. He looks Projects, Operations & Maintenance and HR department of the company.	She holds degree of Bachelor of Science degree in Home Science from Sardar Patel University in year 1986.
Terms and Condition of appointment/ Re -appointment	Re-appointment on same terms.	Re-appointment on same terms	Regularization as Independent Director of the company for the consecutive 5 years from 01st January, 2026.	Re-appointment on same terms.	Re-appointment on same terms.
Remuneration sought to be Paid.	Rs. 6,00,000 Per Month	Rs. 1,50,000 Per Month	Nil	Rs. 6,00,000 Per month	Rs. 50,000 Per Month
Shareholding in the Company (As on 31.03.2026)	25,67,200 Equity Shares	10,000 Equity Shares	51,200 Equity Shares	25,60,800 Equity Shares	24,15,800 Equity Shares
Details of Directorship held in other Companies as on 31.03.2026	Nil	Nil	Nil	Nil	Nil
Details of Membership/Chairmanship of committee of company as on 31.03.2026.	Member of Stakeholder Relationship Committee.	Member of CSR Committee	Member of Nomination and Remuneration Committee.	Member of Audit Committee and CSR Committee.	Nil

No. of board meetings attended during Financial Year2025-26	Eighteen (18)	Eighteen (18)	Four (04)	Eighteen (18)	Eighteen (18)
Disclosure of relationships between directors inter-se	Mr. Mahendra Ramabhai Patel is Whole time Director of the company is Father of Mr. Harshal Patel, a Whole Time Director	Mr. Harshal Mahendra Patel, Whole Time Director of the Company is Son of Mr. Mahendra Patel, a Whole Time Director.	N.A.	Mr. Dipak Pandya, Managing Director of the company is Husband of Mrs. Mita Pandya, a Whole Time Director.	Mrs. Mita Dipak Pandya, Whole Time Director of the company is wife of Mr. Dipak Pandya, Managing Director of the company.
Justification for choosing the appointees for appointment as Independent Director	Not Applicable	Not Applicable	His appointment adds values in the company under area of Financial Planning, Internal Finance Control System.	Not Applicable	Not Applicable

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 than10%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 Section102(1) of the Act, with respect to the Ordinary Business to be transacted at the meeting set out in the Notice is annexed hereto. Further, the Explanatory Statement relating to Ordinary Business in Item No. 1 to 3 be transacted at the AGM is also 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 there under, 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 For Financial Year 2025-26 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 2025-26 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 slips end here with 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 holds 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 there to 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 there to 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 08th Annual General Meetingis 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 paper 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 Friday, 25th September, 2026 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 in formation 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: 03.09.2026

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

SD/-
Dipak Padmakant Pandya
Chairman and Managing director
(DIN:02188199)

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

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 factsrelating to the special businesses mentioned in the accompanying Notice.

Item No. 4 Regularization of Mr. Jay Dineshkumar Shah (DIN: 11395464) as Non- Executive Independent Director of the company.

Mr. Jay Dineshkumar Shah has been appointed as an Additional Director (Categorized as Independent Director) of the Company by the Board of Directors w.e.f. 01^{st} January, 2026 as recommended by Nomination and Remuneration Committee of the Board. He holds office upto the date of this ensuing Annual General Meeting.The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company.

The Company has received from his requisite consent to act as a Director and a declaration that he meets the criteria of independence as provided under section149(6) of the Act, in connection with his appointment as an Independent Director. Copy of the draft letter for his 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 his appointment as an Independent Director on the Board.

Mr. Jay Shah is specialize in Capital market, Financial Planning & Budgeting ,Investment Decisions,Financing Decisions & Capital Structure, Performance Analysis, Governance, liaison with Regulatory authorities as well as Various Compliances under Financial Services.

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

Except Mr. Jay Dineshkumar Shah, 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. Re-appointment of Mr. Dipak Padamakant Pandya (DIN: 02188199) as Chairman and Managing Director of the Company for further period of 3 Years.

The current tenure of Mr. Dipak Padmakant Pandya Chairman and Managing Director (DIN: 02188199) of the company will be completed on 28^{th} January, 2027. Board after considering his experience, knowledge, skills and his valuable contribution towards the company and upon the recommendation of Nomination and Remuneration Committee has reappointed him as the Managing Director of the Company subject to approval of members in the ensuing general meeting on revised terms w.e.f. 29^{th} January, 2027 for a term of three years.

(a) Remuneration:

Remuneration plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding Rs. 72,00,000/- yearly. 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 and within the limit prescribed in companies act 2013 and Schedule V of companies act, 2013 and as amended from time to time.

(b) Perquisite:

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 Perquisite:

(i) Medical Reimbursement: Expenses incurred for self and family subject to the ceiling of one month's remuneration 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.

(f) For all other terms and conditions not specifically spelt out above, the rules and order of theCompany 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 remuneration and perquisites and allowances as specified above subject to the limits as may beprescribed 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, 197,203 read with Schedule V of the Companies Act, 2013 the approval of the members is being sought for re-appointment and payment of remuneration to Mr. Dipak Padamakant Pandya as Managing Director (DIN: 02188199) of the Company. In the opinion of the Board Mr. Dipak Pandya (DIN: 02188199) fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for his re-appointment as Managing director of the Company.

Mr.Dipak Pandya (DIN: 02188199) has given required consent and disclosure to act as Managing Director and declaration in terms of Circulars No. LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Board recommends the resolution at Item No. 5 to be passed with or without modifications as Special Resolution.

Except Mr. Dipak Pandya being an appointee, Mrs. Mita Pandya wife of Mr. Dipak Pandya and 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 begiven 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 his Bachelor of Engineering in Mechanical from Sardar Patel University, Gujarat.
(2) He has more than 22 years of experience in Electro-mechanical Instrumentation.
(3) Past Remuneration: not exceeding Rs. 72,00,000/- yearly.
(4) Recognition and awards: NIL
(5) Job profile and his suitability: The Managing Director is responsible for Projects, Operations & Maintenance.
(6) Remuneration proposed: As mentioned above.
(7) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
(8) Mr. Dipak Pandya has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration, his shareholding in the Company and other transactions Covered in notes to accounts.

III).Other information: As per note given below

ItemNo.6 Re-appointment of Mr. Mahendra Ramabhai Patel (DIN: 02190228) as Whole Time Director of the Company for further period of 3 Years.

The current tenure of Mr. Mahendra Ramabhai Patel Whole Time Director (DIN: 02190228) of the company will be completed on 28th January, 2027. Board after considering his experience, knowledge,skills and his valuable contribution towards the company and upon the recommendation of Nomination and Remuneration Committee has reappointed him as the Whole-time Director of the Company subject to approval of members in the ensuing general meeting on revised terms w.e.f. 29th January, 2027 for a term of three years.

(a)Remuneration:

Remuneration plus allowances with different breakup be payable on monthly / yearly basis with in overall limit not exceeding Rs. 72,00,000/- yearly. 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 and within the limit prescribed in companies act 2013 and Schedule V of companies act, 2013 and as amended 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 remuneration 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.

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

Not with standing anything to the contrary here in contained, where, in any financial year the Company,has no profits or its profits are inadequate, the Company shall pay remuneration by way of remuneration 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, 197,203 read with Schedule V of the Companies Act, 2013 the approval of the members is being sought for re-appointment and payment of remuneration to Mr. Mahendra Ramabhai Patel as Whole Time Director (DIN: 02190228) of the Company. In the opinion of the Board Mr. Mahendra Ramabhai Patel (DIN: 02190228) fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for his re-appointment as Whole Time Director of the Company.

Mr. Mahendra Ramabhai Patel (DIN: 02190228) has given required consent and disclosure to act as Whole Time Director and declaration in terms of Circulars No. LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of Whole Time director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Board recommends the resolution at Item No. 6 to be passed with or without modifications as Special Resolution.

Except Mr. Mahendra Ramabhai Patel being an appointee, Mr. Harshal Mahendra Patel Son of Mr. Mahendra Ramabhai Patel a 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 begiven 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 his secondary examination from Gujarat Secondary Education Board in year 1982.
(2) He has more than 22 years of experience in Electro-mechanical Instrumentation.
(3) Past Remuneration: not exceeding Rs. 72,00,000/-yearly.
(4) Recognition and awards: NIL
(5) Job profile and his suitability: The Whole Time Director is responsible for work related to Tender, Designing and Procurement related to various Projects received by the company.
(6) Remuneration proposed: As mentioned above.
(7) Thereare no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
(8) Mr. Mahendra Patel has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration, his shareholding in the Company and other transactions Covered in notes to accounts.

III. Other information: As per Note given below

Item No. 7 Re-appointment of Mrs. Mita Dipak Pandya (DIN: 07556372) as Whole Time Director of the Company for further period of 3 Years.

The current tenure of Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372)of the company will be completed on 10th June, 2027. Board after considering her experience, knowledge, skills and her valuable contribution towards the company and upon the recommendation of Nomination and Remuneration Committee has reappointed her as the Whole-time Director of the Company subject to approval of members in the ensuing general meeting on revised terms w.e.f. 11th June, 2027 for a term of three years.

(a) Remuneration:

Remuneration plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding Rs. 48,00,000/- yearly. 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 and within the limit prescribed in companies act 2013 and Schedule V of companies act, 2013 as amended from time to time.

(b) Perquisites:

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

(i) Provident Fund: Contribution to Provident Fund, Super annuation 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 remuneration 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) She 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) She will be entitled to all other benefits as applicable.

(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 remuneration 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, 197,203 read with Schedule V of the Companies Act, 2013 the approval of the members is being sought for re-appointment and payment of remuneration to Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372) of the Company. In the opinion of the Board Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372) fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for her re-appointment as Whole Time Director of the Company.

Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372) has given required consent and disclosure to act as Whole Time Director and declaration in terms of Circulars No. LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that she is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Board recommends the resolution at Item No. 7 to be passed with or without modifications as Special Resolution.

Except Mr. Mita Dipak Pandya being an appointee, and Mr. Dipak Padmakant Pandya husband of Mrs. Mita Dipak Pandya and Managing 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: She holds degree of Bachelor of Science degree in Home Science from Sardar Patel University in year 1986.
(2) She is having more than 17 years of experience in office management work..
(3) Past Remuneration : Not exceeding Rs.48,00,000/-yearly.
(4) Recognition and awards: NIL
(5) Job profile and her suitability: The Whole Time Director is responsible for work related to Office Management of the company.
(6) Remuneration proposed: As mentioned above.
(7) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
(8) Mrs. Mita Pandya has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration, her shareholding in the Company and other transactions Covered in notes to accounts.

III.Other information: As per Note given below

Item No. 8 Alteration of Articles of Association of the Company by way of insertion of new Article.

Your Directors propose to alter Articles of Association (AOA) of the Company to enable the Company to implement any instruction from a Member(s) of the Company to waive/forgo his / her / their right to receive the dividend (interim or final) from the Company for any financial year. Thus, the Members of the Company can now waive/forgo, if he/ she/ they so desire(s), his/ her / their right to receive the dividend (interim or final) for any financial year effective from the dividend recommended by the Board of Directors of the Company on a year to year basis, as per the rules framed by the Board of Directors of the Company from time to time for this purpose.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

None of the Director or officer or Key Managerial Personnel of the Company is in any way concerned or interested in the said resolution, except to the extent of shareholding, if any.

Item No. 9 : Approval of Material Related Party Transaction with NitinPatel & 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.

The Audit Committee in its meeting held on 3rd September, 2026 approved the proposal of entering into the contract/agreement/arrangement with Nitin Patel &Co. a) Sale of goods or rendering services for upto Rs. 25 crore and b) Purchase of goods or availing 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 transactions 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 Section102(1) and the proviso to Section102(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. 9 seeking approval of the RPT by way of 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	Relationship with the listed entity
		Nitin Patel & Co.	Nitin Dhorajiya is Partner in 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.	Nature of Relationship
		Mr. Nitin Dhorajiya	Chief Financial Officer
3	Type, Material terms and particulars	(a) Sale of goods or rendering services for upto Rs. 25 crore and (b) Purchase of goods or availing Services for upto Rs.25crore. (Related Party Transactions")	
4.	Tenure Of Transaction	For Upto One Year(1 year)	
5.	Value of the transaction	a) Sale of goods or rendering services for upto Rs. 25 crore and b) Purchase of goods or availing services for upto Rs. 25 crore.	
6.	Value of the proposed transactions as a percentage of	Upto 37.82%	

	the listed entity's annual consolidated turnover for the immediately preceding financial year	
7.	Details of the transaction relating to anyloans, inter-corporate deposits, advances or investments made or givenby 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, Rendering/Availing services. All the transactions proposed to be undertaken would be on arm's length and in ordinary course of business. 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. All relevant disclosures will be made in compliance with applicable regulations to ensure transparency and uphold corporate governance standards.
9.	A copy of valuation or other external Party report, if such report has been relied upon	N.A.

Item No. 10 : Approval of Material Related Party Transaction with Twinsag Enterprise LLP.

As the specified transaction falls under the Material Related Party Transaction as per Regulation 23 ofSEBI (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.

In accordance with Section 102(1) and the proviso to Section102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/ Director/ KeyManagerial Personnel of the Company in the related parties to the extent that such shareholding is inexcess of 2% is required to be disclosed.

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

Accordingly, the Board recommends the resolutions set out at ItemNo. 9 seeking approval of 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 concernor interest (financial or otherwise)	Nameof Related Party	Relationship with the listed entity
		Mrs. Twinkal Sagarkumar Paneliya	Twinkal Sagarkumar Paneliya is Partner in Twinsag Enterrise LLP and Promoter of company.
2	Name of Director(s) or key Managerial Personnel/Promoter who is related, if any	Name of Directors or Key Managerial Personnel or Promoter	Nature of Relationship
		Mrs. Twinkal Sagarkumar Paneliya	Promoter
3	Type,Material terms and particulars	a)Sale of goods or rendering services for upto Rs. 50 crore and b)Purchase of goods or availing services for upto Rs. 50 crore.("Related Party Transactions")	
4.	Tenure Of Transaction	For Up to One Year(1 year)	
5.	Value ofthe transaction	a)Sale of goods or rendering services for upto Rs. 50 crore and b)Purchase of goods or availing services for upto Rs. 50 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 75.64 %	
7.	Details of the transaction relating to anyloans, 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 therelated party will be in the nature of purchase/sale of goods, Rendering/Availing services. All the transactions proposed to be undertaken would be on arm's length and inordinary course of business. 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 Companyand its shareholders. All relevant disclosures will be made in compliance with applicable regulations to ensure transparency and uphold corporate governance standards.
9.	A copy of valuation or other externalparty report, if such report has been relied upon	N.A.

Place:Ahmedabad
Date: 03.09.2026

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

SD/-
Dipak Padmakant Pandya
Chairman and Managing director
(DIN:02188199)

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

H.M. ELECTRO MECH LIMITED

CIN: L43900GJ2018PLC102018
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 08th Annual General Meeting of the members of the Company will be held on Monday, 28th September 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: _______________

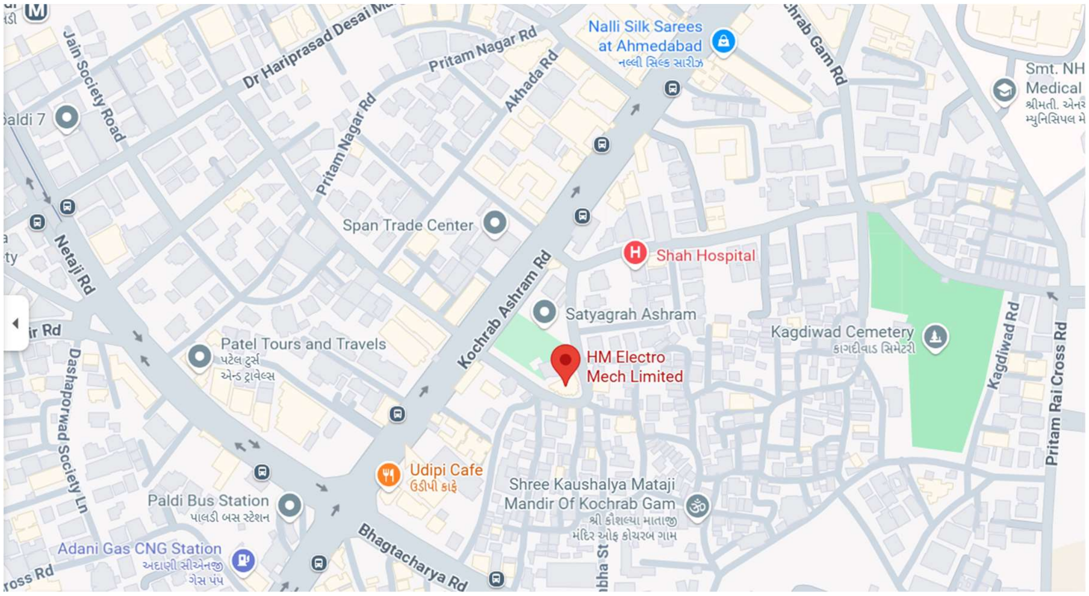
Full name of the Proxy (If attending the meeting):____________________________

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.

AGM VENUE


Nalli Silk Sarees
at Ahmedabad
Dr Hariprasad Desai
Pritam Nagar Rd
Akhada Rd
Jain Society Road
Smt. NH
Medical
Pritam Nagar Rd
Span Trade Center
Shah Hospital
Netaji Rd
Kochrab Ashram Rd
Satyagrah Ashram
Kagdiwad Cemetery
Kagdiwad Rd
Pritam Rai Cross Rd
Patel Tours and Travels
HM Electro
Mech Limited
Dashaporwad Society Ln
Udipi Cafe
Shree Kaushalya Mataji
Mandir Of Kochrab Gam
Paldi Bus Station
Adani Gas CNG Station
Bhagtacharya Rd

H.M. ELECTRO MECH LIMITED

CIN: L43900GJ2018PLC102018

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-mai lD:_______________Signature_______________or failing him/her
2. Name :_______________Address _______________
   E-mai lD:_______________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 08th Annual General Meeting of the Company, to be held on Monday, 28th September 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
Ordinary Business			
1.	**Ordinary Resolution:** To, receive consider and adopt the Audited Financial Statement of the Company including Balance Sheet as at 31st March 2026, 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. Mahendra Ramabhai Patel (DIN:02190228) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	**Ordinary Resolution:** To appoint a director in place of Mr. Harshal Mahendra Patel (DIN:10350341) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4.	**Ordinary Resolution:** Regularization of Mr. Jay Dineshkumar Shah (DIN: 11395464) as Non- Executive Independent Director of the company.		
5.	**Special Resolution:** Re-appointment of Mr.Dipak Padamakant Pandya, Chairman and Managing Director(DIN:02188199)		
6.	**Special Resolution:** Re-appointment of Mr. Mahendra Ramabhai Patel, Whole Time Director(DIN: 02190228)		
7	**Special Resolution:** Re-appointment of Mrs. Mita Dipak Pandya, Whole Time Director (DIN:07556372)		
8	**Special Resolution:** Alteration of Articles of Association of the Company by way of insertion of new Article.		
9	**Ordinary Resolution:** Approval of Material Related Party Transaction with Nitin Patel & Co. , Partnership Firm.		
10	**Ordinary Resolution:** Approval of Material Related Party Transaction with Twinsag Enterprise LLP.		

Signed this_______________day of_of 2026.

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