



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** : L45500GJ2018PLC102018

Date: 01st September, 2025

To,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001,
Maharashtra, India.

Script ID: HMEML
Script Code: 544349

Sub.: Compliance under Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Submission of the 7th Annual Report for the Financial Year 2024-25 and Notice of 7th Annual General Meeting.

Dear Sir / Madam,

This is to inform you that the 07th Annual General Meeting of the Company will be held on Friday, 26th September, 2025 at 12:00 p.m. (IST) at Registered Office of the company situated at 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi., Ahmedabad, Gujarat, India, 380006.

Pursuant to the provisions of Regulation 30 and 34(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2024-25 along with the Notice convening the 7th Annual General Meeting of the Company.

Notice of the 7th Annual General Meeting and Annual Report for the financial year 2024-25 can also be downloaded from website of the Company www.hmelectromech.com.

We request you to take the above on record.

Thanking You,

Yours Faithfully,

For, H.M. Electro Mech Limited

Mahendra Ramabhai Patel
Whole Time Director
DIN: 02190228

ANNUAL REPORT ***2024-25***



CIN: L45500GJ2018PLC102018

H.M. Electro Mech Limited

BOARD OF DIRECTORS:	Dipak Padmakant Pandya	-	Chairman and Managing Director
	Mahendra Ramabhai Patel	-	Whole Time Director
	Mita Dipak Pandya	-	Whole Time Director
	Harshal Mahendra Patel	-	Whole Time Director(W.e.f 01.08.2025)
	Bhavisha KunalChauhan	-	Independent Director
	Aayush Kamleshbhai Shah	-	Independent Director
	Riya Vipulbhai Kanani	-	Additional Director -Independent Category Director (W.e.f. 01.08.2025)

**KEY MANAGERIAL
PERSONNEL:**

Nitinbhai Pragajibhai Dhorajiya	-	Chief Financial Officer
Himani Mayur Upadhyay	-	Company Secretary and Compliance Officer (W.e.f. 01.03.2025)

BANKERS: ICICI Bank Limited

AUDITORS: M/s S V J K and Associates, Chartered Accountants

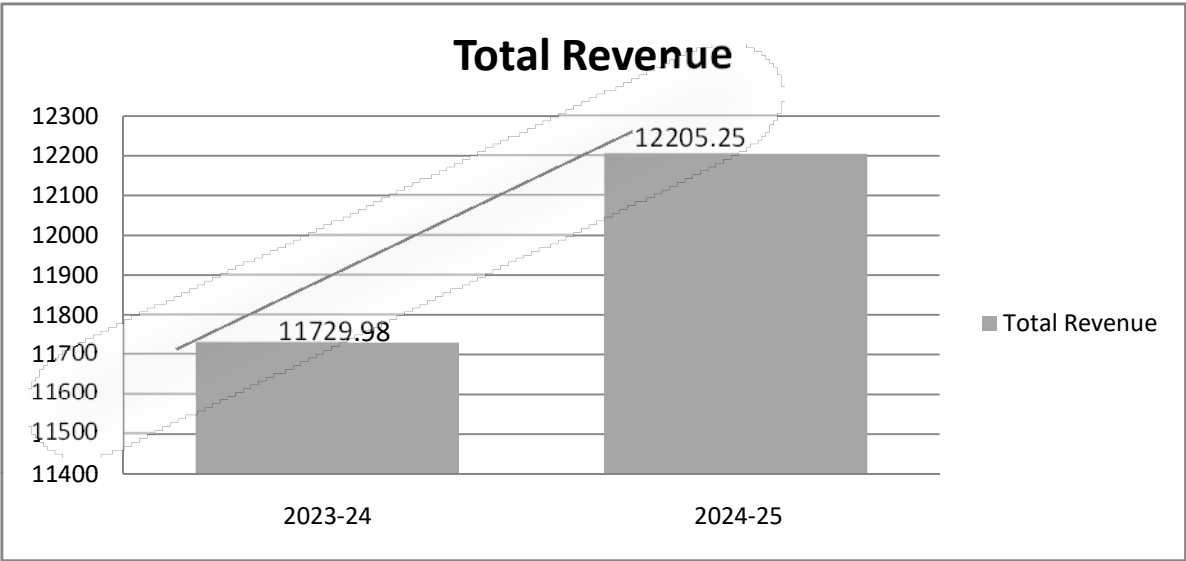
GIREGISTEREDOFFICE: 305, Ashram Avenue, B/H. Kochrab Ashram, Paldi., Ahmedabad, Gujarat, India, 380006

Index:

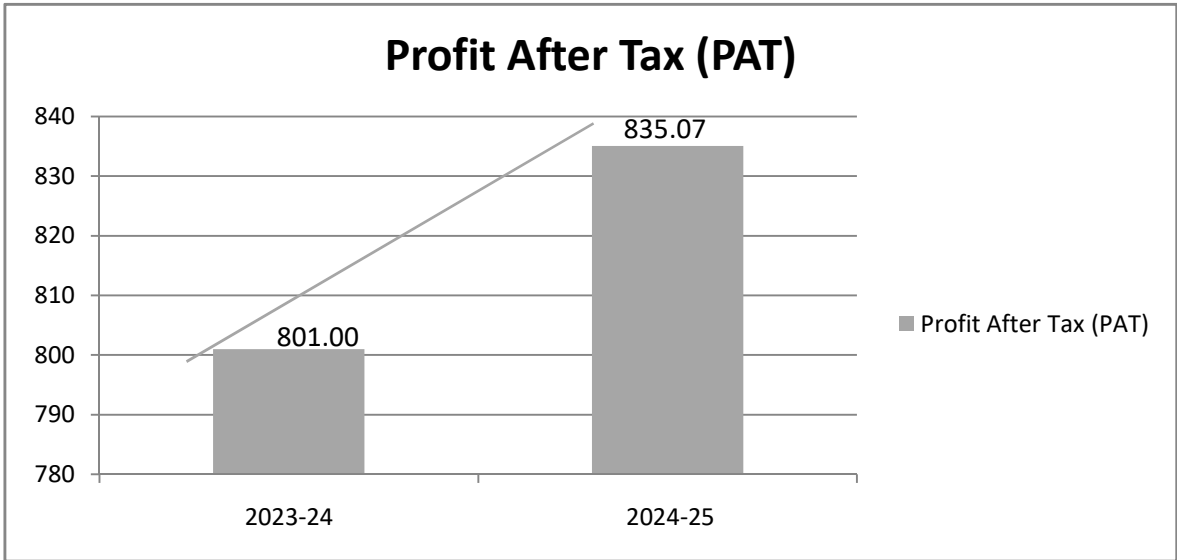
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Key Financial Performance

Total Revenue (In Lakhs)		
Financial Year	2023-24	2024-25
Total Revenue	11729.98	12205.25



Profit After Tax (In Lakhs)		
Financial Year	2023-24	2024-25
Profit After Tax (PAT)	801	835.07



H.M. ELECTRO MECH LIMITED

CIN: L45500GJ2018PLC 102018

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

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

NOTICE

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

ORDINARY BUSINESS:

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

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

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

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

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

NOTES:

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

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

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

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

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

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

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

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

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

4.In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.hmelectromech.com and website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com.

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

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

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

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

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

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

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

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

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

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

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

15.A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the RTA/Depositories, as the case may be, as on the cut-off date as on Saturday, 20thSeptember, 2025 only shall be entitled to avail the facility voting at the Annual General Meeting. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for voting at the AGM and should treat this Notice for information purpose only.

CONTACT DETAILS:

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

Place:Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

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

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

Item No. 4

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

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

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

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

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

Item No. 5

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

(a) Salary:

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

(b) Perquisites:

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

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

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

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

(c) Other Perquisites:

(i) Medical Reimbursement:

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

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

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

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

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

(d) Contribution to Pension Scheme (NPS):

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

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

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

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

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

Your Directors recommend the passing of the proposed resolution.

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

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

I. *General Information: As per Note given below

II. Information about the appointee:

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

(2) Past Remuneration: NIL

(3) Recognition and awards: NIL

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

(5) Remuneration proposed: As mentioned above.

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

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

III. Other information: As per Note given below.

*General information of the Company:

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

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

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

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

Item No. 6.

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

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

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

Item No. 7.

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

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

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

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

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

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

Item No. 8.

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

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

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

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

Place: Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

H.M. ELECTRO MECH LIMITED

CIN: L45500GJ2018PLC 102018

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

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

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the 07th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2025.

FINANCIAL RESULTS:

The operating results of the Company for the year ended on 31st March, 2025 are briefly indicated below: (Rs. in lacs)

Particulars	Year 2024-25	Year 2023-24
Total Income	12,205.25	11,729.98
Profit before interest, depreciation, extraordinary items and tax expense	1330.01	1263.77
Financial Expenses	177.38	172.88
Total Expenses	11,063.92	10,651.19
Profit before Taxation	1141.34	1078.79
Provision for taxation - For Current Tax	306.77	279.23
Provision for taxation - For Deferred Tax	(0.50)	(1.04)
MAT credit Entitlement	-	-
Profit after Taxation	835.07	801.00
EPS	07.88	08.01

DIVIDEND AND TRANSFER TO RESERVES:

An amount of Rs. 835.07 Lacs (previous year Rs. 801.00 Lacs) is proposed to be held as retained earnings.

The Company does not propose to transfer any amount to reserves during the year.

STATE OF THE AFFAIRS OF THE COMPANY & FUTURE PROSPECTS:

With the consistent performance and dedication, the Company was stable in performance. Not only, the Company was able to continue the momentum of earning profit but has shown outstanding performance by reaching the hike in profits of Rs. 835.07 Lakhs as compared to Rs. 801.01 Lakhs in the previous financial year.

Total revenue from Operations of the Company for fiscal year 2024-25 increased to Rs.12,166.69 Lakhs as against Rs. 11,703.45 Lakhs for fiscal year 2023-24, showing a increase of 3.95% and also Company's Net profit after Tax (PAT) is Rs.835.07 lakhs for fiscal year 2024-25 against Profit of Rs. 801.01 lakhs for fiscal year 2023-24 i.e. increase by 4.25%.

The company has come up with an Initial Public Offer during F.Y 2024-2025 and listed its equity shares on BSE Limited on 31.01.2025, as company is planning to expand its business in various incidental field of Civil and Mechanical Work.

The Company is confident to complete received projects successfully which will create wealth of both company and its members. Directors are hopeful of achieving great financial results this year than previous years.

Our Promoters are the guiding force behind the success of our company. We believe the stability of our management team and the industry experience brought on by our individual Promoters

will enable us to continue to take advantage of future market opportunities and expand into newer markets.

For further details on Company's performance, operation and strategies for growth, please refer to Management Discussion and Analysis Report which forms part of Annual report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY FROM THE CONCLUSION OF THE FINANCIAL YEAR TILL THE END OF THIS REPORT:

There were no other material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of this report. The company will continue to monitor any material changes to future economic conditions.

SHARE CAPITAL

The Authorised Share capital of the company is Rs.15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

During the year the company had come up with an Initial Public Offer of 36,99,200 Equity Shares at price of Rs. 75 Per Equity Share including Share Premium of Rs. 65 Per Equity Share and raised fund of Rs. 27,74,40,000/- (Rupees Twenty Seven crore Seventy Four Lakhs and Forty Thousand Only).

The Paid up capital of the Company is Rs. 13,69,92,000/- divided into 1,36,99,200 equity shares of Rs. 10/- each, as on 31st March, 2025.

The company has listed its equity shares on the BSE Limited on 31st January, 2025.

UTILIZATION OF FUND:

During Financial Year, Company had completed its Initial Public Offering ("IPO") 36,99,200 new equity share of face value of Rs.10/- each at premium of Rs.65/- per equity share aggregating to Rs. 27,74,40,000/-.

Pursuant to the IPO, the equity shares of company have to get listed on the SME platform of BSE on 31st January, 2025. The Company has utilised the money raised by way of Initial Public offer during the year for the purpose for which they were raised as under:

Sr. No.	Particulars	Modified Objects, if any	Original Allocation	Modified allocation, if any	Funds Utilized upto 31/03/2025 (Rs. In Lakhs)	Balance *	Remarks if any
1.	To meet additional Working Capital Requirement	N.A.	2100.00	N.A.	1208.71	891.29	N.A.
2	General Corporate Purpose	N.A.	401.94	N.A.	296.00	105.94	N.A.
3	Issue related expense	N.A.	272.46	N.A.	272.46	--	N.A.
			2774.40		1777.17	997.23	

DIVIDEND

The company has not declared any dividend for the financial year ended March 31, 2025. There was no amount liable or due to be transferred to Investor Education and Protection fund (IEPF) during the financial year ended March 31, 2025.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

A report on Management Discussion and Analysis (MDA) is annexed to this report as **Annexure I**, inter-alia deals adequately with the operations and also current and future outlook of the Company.

DISCLOSURE REGARDING SHARES:

The company has issued 36,99,200 Equity Shares at face value of Rs. 10 Per Equity Share and at Share Premium of Rs. 65 Per Equity Share through IPO. The company has listed its equity shares on BSE Limited on 31st January, 2025.

DEPOSITS:

The Company has not accepted or renewed any deposits from public falling within the purview of Section 73 of Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

LOAN FROM DIRECTOR:

The company has taken loan from directors as mentioned as per financial statements.

CORPORATE SOCIAL RESPONSIBILITY:

According to provision of Section 135 of Companies Act, 2013 the details of Corporate Social Responsibility is provided in **Annexure II** which forms part of Director's Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Composition of Board is in compliance with requirement of the provisions of the Companies Act, 2013.

Mrs. Mita Dipak Pandya (DIN: 07556372), Whole Time Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and She being eligible offers herself for re-appointment.

Mrs. Dipak Padmakant Pandya (DIN: 02188199), Managing Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and He being eligible offers himself for re-appointment.

Details of Director seeking re-appointment as required are provided in the Notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company.

During the Financial year 2024-25 following changes have been occurred in Directorship and KMP.

1. Mrs. Mita Dipak Pandya is re-designated as Whole Time Director w.e.f 12th June, 2024.
2. Mrs. Kinjal Patel is resigned from the office of Independent Director w.e.f 23rd June, 2024.
3. Mrs. Twinkal Sagarkumar Paneliya is resigned from the office of Independent Director w.e.f 27th June, 2024.
4. Mrs. Bhavisha Kunal Chauhan is appointed as Additional Independent Director of the

company w.e.f. 27th June, 2024 and regularized as Independent Director of the company w.e.f. 30th September, 2024.

5. Mr. Aayush Kamleshbhai Shah is appointed as Additional Independent Director of the company w.e.f. 27th June, 2024 and regularized as Independent Director of the company w.e.f. 30th September, 2024
6. Mr. Harshal Mahendra Patel is regularized as Non-Executive Director of the company w.e.f. 30th September, 2024.
7. Mr. Chetankumar Solanki is resigned from the office of Company Secretary and compliance officer of the company w.e.f. 25th February, 2025
8. Mrs. Himani Upadhyay is appointed as Company Secretary and Compliance Officer of the company w.e.f. 01st March, 2025.
9. Mr. Haresh A Patel has resigned from the post of Chief Financial Officer w.e.f. 3rd October, 2024.
10. Mr. Nitinbhai Dhorajiya is appointed as Chief Financial Officer of the company w.e.f. 03rd October, 2024.

Pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013,

Your Directors recommends passing above stated resolutions.

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

1. Mr. Dipak Padmakant Pandya- Chairman and Managing Director
2. Mr. Mahendra Ramabhai Patel- Whole Time Director
3. Mrs. Mita Dipak Pandya- Whole Time Director
4. Mr. Harshal Mahendra Patel- Whole Time Director (w.e.f 01st August, 2025)
5. Mr. Nitinbhai Pragibhai Dhorajiya- Chief Financial Officer (w.e.f 03rd October 2024)
6. Mrs. Himani Mayur Upadhyay-Company Secretary (w.e.f 01st March, 2025)

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Disclosure about receipt of any commission by MD/WTd from a company and also receiving commission/remuneration from its Holding or Subsidiary pursuant to section 197(14) of the Act: Not Applicable

Disclosure on Reappointment of Independent director pursuant to section 149(10): Not Applicable as term of appointment of none of the independent directors is expiring during FY 2024-25 and up to the date of the report.

ANNUAL RETURN:

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended 31st March 2025 will be accessed on the Company's website at www.hmelectromech.com.

CORPORATE GOVERNANCE REPORT:

As per regulation 15(2) of the Listing Regulation, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of the Companies:

- a) Listed entity having paid up equity share capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs.25 Crore, as on the last day of the previous financial year;
- b) Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls within the ambit of aforesaid exemption i.e in point number (b); hence compliance with the provision of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2024-25.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the Directors' responsibility Statement, the Directors' confirms that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- ii. they have selected such appropriate accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudents as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31st March, 2025 and of the profit of the Company for the year under review;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the accounts for the period ended on 31st March, 2025 on a going concern basis.
- v. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF BOARD MEETINGS:

During the year, 15 (Fifteen) Board Meetings were held on 13-05-2024, 06-06-2024, 11-06-2024, 27-06-2024, 18-07-2024, 26-07-2024, 01-08-2024, 04-09-2024, 30-09-2024, 14-10-2024, 06-11-2024, 28-11- 2024, 27-01-2025, 29-01-2025, 01-03-2025.

The Company has observed the meeting of Board of Directors and that the time gap between two consecutive board meetings was not more than one hundred and twenty days.

The necessary quorum was present for all the meetings.

The composition of the Board, category, the attendance of Directors at the Board Meetings during the year are given below:

No.	Name of Director	Category of Directorship	No. of Board Meeting Attended
1.	Mr. Dipak Padmakant Pandya	Promoter/ Chairman and Managing Director	15
2.	Mr. Mahendra Ramabhai Patel	Promoter/Whole Time Director	15
3.	Mrs. Mita Dipak Pandya	Promoter/Whole Time Director	15
4.	Mr. Harshal Mahendra Patel	Promoter/Whole Time Director	15
5.	Mrs. Kinjal Patel (Upto 23.06.2024)	Independent Non-Executive Director	3

6.	Mrs. Twinkal Sagarkumar Paneliya (Upto 27.06.2024)	Independent Non-Executive Director	4
7.	Mrs. Bhavisha Kunal Chauhan (w.e.f 27.06.2024)	Independent Non-Executive Director	11
8.	Mr. Aayush Kamleshbhai Shah (w.e.f 27.06.2024)	Independent Non-Executive Director	11

The Company did not have any pecuniary relationship or transactions with the non-executive directors during the year under review except to the extent of their shareholding in the Company and sitting fees if any.

The Annual General Meeting of the Company held on 30th September, 2024 for the financial year 2023-24

COMMITTEES OF BOARD

The company have following committee.

1. Audit Committee:

AUDIT COMMITTEE	
Name of Director	Designation
Aayush Kamleshbhai Shah	Chairman
Dipak Padmakant Pandya	Member
Bhavisha Kunal Chauhan	Member

The Company Secretary of our Company shall act as a secretary of the Audit Committee.

During the year the Audit Committee duly met Four (4) times i.e. 11-06-2024, 25-07-2024, 05-11-2024, 28-02-2025.

No.	Name of Director	Category of Directorship	No. of Board Meeting Attended
1.	Aayush Kamleshbhai Shah, Chairman	Independent Director	4
2.	Dipak Padmakant Pandya, Member	Managing Director	4
3.	Bhavisha Kunal Chauhan, Member	Independent Director	4

Role of Audit Committee:

The scope of audit committee shall include, but shall not be restricted to, the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Scrutiny of inter-corporate loans and investments.
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.

6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
15. Approval of appointment of CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Valuation of undertakings or assets of the company, where ever it is necessary.
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.

2. Stakeholders Relationship Committee:

Stakeholders Relationship Committee	
Name of Director	Designation
Bhavisha Kunal Chauhan	Chairman
Mahendra Ramabhai Patel	Member
Aayush Kamleshbhai Shah	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee.

During the year the Stakeholder Relationship Committee duly met One (1) times on 29/03/2025.

No.	Name of Director	Category of Directorship	No. of Board Meeting Attended
1.	Mrs. Bhavisha Kunal Chauhan	Independent Director	1
2.	Mr. Mahendra Ramabhai Patel	Whole Time Director	1
3.	Mr. Aayush Kamleshbhai Shah	Independent Director	1

Terms of Reference:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
2. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.,
3. Issue duplicate/split/consolidated share certificates;
4. Dematerialization/Rematerialization of Share
5. Review of cases for refusal of transfer / transmission of shares and debentures;

6. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
7. Such other matters as may from time to time are required by any statutory, contractual or other regulatory requirements to be attended to by such committee
8. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
9. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

The status of the Investors' Complaints during the Financial Year 2024-25 are as under:

Investor Complaints during F Y 2024-25	No. of Complaints
Pending at the beginning of the Financial Year 2024-25	0
Received during the Financial Year 2024-25	0
Disposed of during the Financial Year 2024-25	0
Remaining unresolved at the end of the Financial Year 2024-25	0

3. Nomination and Remuneration Committee:

Nomination and Remuneration Committee	
Name of Director	Designation
Aayush Kamleshbhai Shah	Chairman
Harshal Mahendra Patel	Member
Bhavisha Kunal Chauhan	Member

During the year the Nomination and Remuneration Committee duly met Four (4) times on 11-06-2024, 27-06-2024, 03-10-2024, 01-03-2025.

No.	Name of Director	Category of Directorship	No. of Board Meeting Attended
1.	Mr. Aayush Kamleshbhai Shah, Chairman	Independent Director	4
2.	Mr. Harshal Mahendra Patel, Member	Independent Director	4
3.	Mr. Bhavisha Kunal Chauhan, Member	Independent Director	4

REMUNERATION POLICY

In accordance with the provisions of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee recommended the remuneration policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees which was approved by the Board and is annexed with the Directors' Report.

There was not any performance linked incentives paid to Whole-time Directors. The Company has not formulated any scheme for giving any stock options to the employees. Hence no stock options have been granted to the Executive Directors during the year ended on 31-03-2025.

Details of remuneration paid for the year ended on 31-03-2025:

No.	Name of Director	Category of Directorship	Remuneration and Allowances Rs. In Lacs
1.	Mr. Dipak Padmakant Pandya	Chairman and Managing Director	72.00
2.	Mr. Mahendra Ramabhai	Whole Time Director	72.00

	Patel		
3.	Mrs. Mita Dipak Pandya	Whole Time Director	24.00
4	Mr. Harshal Mahendra Patel	*Whole Time Director (w.e.f. 01 st August, 2025)	Nil

*Mr. Harshal Mahendra Patel was appointed as Non Executive Director of the company on 21.10.2024. He was then re-designated as Whole Time Director w.e.f from 01.08.2025. As Non Executive Director he was not getting remuneration for F.Y. 2024-25.

FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS

All new independent directors inducted into the Board attend an orientation program known as Familiarization Programme, which is for every new independent director of the Board to familiarize the new inductee(s) with the strategy, operations and functions of our Company. The Executive Directors/ Senior Managerial Personnel make presentations to the inductees about the Company's strategy operations, product and service offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management. In addition, the Company also keeps the Independent Directors, updated on the events and developments in the industry and business environment.

INSURANCE:

The properties and assets of the Company are adequately insured.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their declaration of independence, stating that:

- i) They continue to fulfill the criteria of independence provided in Section 149 (6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) ; and
- ii) There has been no change in the circumstances affecting his/ their status as Independent Directors of the Company.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct. In terms of Section 150 of the Act and Rules framed thereunder, the Independent Directors have also confirmed their registration (including renewal of applicable tenure) and compliance of the online proficiency self- assessment test (unless exempted) with the Indian Institute of Corporate Affairs (IICA).

The Board opined and confirm, in terms of Rule 8 of the Companies (Accounts) Rules, 2014 that the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields.

PERFORMANCE EVALUATION OF THE BOARD COMMITTEES AND INDEPENDENT DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and Rules framed thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 formal annual evaluation is to be made by the Board of its own performance and that of its Committees and Individual Directors. The Board after taking into consideration the criteria of evaluation laid down by the Nomination and Remuneration Committee in its policy such as Board Composition, level of involvement, performance of duties, attendance etc. had evaluated its own performance, the performance of its committees and Independent Directors (excluding the Director being evaluated).

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors at their separate meeting. The Directors expressed their

satisfaction with the evaluation process.

Independent Directors at their meeting held on 07th March, 2025 interalia, to discuss evaluation of Board, Committee(s) and Individual Directors.

POLICY ON DIRECTORS' APPOINTMENT AND POLICY ON REMUNERATION:

Pursuant to the requirements of the Companies Act, 2013, the policy on appointment of Board Members and policy on remuneration of the Directors, KMPs and other employees is as attached as **Annexure III** to this report.

SECRETARIAL AUDIT REPORT:

M/s. Kinkhabwala & Associates, Practicing Company Secretaries, was appointed as Secretarial Auditor of the Company to conduct secretarial audit for the financial year 2024-25 pursuant to the provisions of Section 204 of the Companies Act, 2013. The Annual Secretarial Compliance Report and Secretarial Audit Report submitted by them is attached as **Annexure IV** to this report.

CONTRACTS OR AGREEMENTS WITH RELATED PARTIES:

Pursuant to the provisions of the Companies Act, 2013 all the contracts and arrangements with related as details of the transactions are as mentioned in **Annexure V**.

DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Details pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure-VI** to this report.

INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:

The Company has adopted internal control system considering the nature of its business and the size and complexity of operations. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures etc. The management is taking further steps to strengthen the internal control system.

RISK MANAGEMENT POLICY:

The Company has formulated the Risk Management Policy in order to safeguard the organization from various risks through timely actions. It is designed to mitigate the risk in order to minimize the impact of the risk on the Business. The Management is regularly reviewing the risk and is taking appropriate steps to mitigate the risk.

In the opinion of the Board there has been no identification of element of risk that may threaten the existence of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The details of loan provided and investments made, if any are as mentioned in the notes to accounts. The Company has not provided any guarantee or security falling under purview of Section 186 of the Companies Act, 2013 during the financial year under review.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES
MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013:**

The company have not related parties transaction during the period except for salary to directors as per mentioned in note No: 28 of Financial Statement.

STATUTORY AUDITORS:

In terms of the provisions of section 139 of the Companies Act, 2013, the Company had appointed M/S S V J K And Associates Chartered Accountants, Ahmedabad (Registration No. 135282W), for the term of 5 years in the 06th Annual General Meeting.

In the Statutory Auditors' Report on the financial statements of the Company for the financial year ended on 31st March, 2025, there is no Qualified/Adverse Opinion from Statutory Auditor during the financial year under review. During the financial year under review, auditors of the company has not reported any fraud under sub-section (12) of section 143 of the Companies Act, 2013.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:

The Statutory Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors as prescribed under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

INTERNAL AUDITOR

M/S B V Gajera & Co., Chartered Accountants, Ahmedabad has been appointed as Internal Auditors of the Company for the financial year 2024-2025. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a yearly basis. The scope of internal audit is approved by the Audit Committee.

**EXPLANATIONS / COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK
OR DISCLAIMER MADE BY THE AUDITOR AND COMPANY SECRETARY IN THE AUDIT
REPORTS:**

There is no qualifications, reservations, adverse remark or disclaimer in Auditors Report.

MAINTENANCE OF COST RECORDS:

Company is not required to maintain cost records pursuant to section 148 (1) of the Companies Act, 2013.

VIGIL MECHANISM:

Pursuant to provisions of Section 177(9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower Policy. Through this policy Directors, Employees or business associates may report the unethical behavior, malpractices, wrongful conduct, frauds, violations of the Company's code etc. to the Chairman of the Audit Committee.

**COMPOSITION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL
HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND
REDRESSAL) ACT, 2013:**

The Company has complied with the provision relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and

Redressal) Act, 2013. Further, no case has been received under the said act during the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure VII** which is attached to this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall affect the going concern status of the Company's operations as on date of this report.

INDUSTRIAL RELATIONS:

The Company has maintained cordial relations with the employees of the Company throughout the year. The Directors wishes to place on record sincere appreciation for the services rendered by the employees of the Company during the year.

COMPLAINE OF SECRETARIAL STANDARAD:

The Company has complied with the applicable secretarial standards.

CFO CERTIFICATE:

The CFO of the Company has given certification on the financial reporting and internal controls to the Board in terms of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES:

As on March 31, 2025, the Company has no subsidiary company. The Company did not have any Associate Companies or Joint Ventures at the end of this Financial Year. Statement in Form AOC1 pursuant to the first proviso to Section 129 of the Act read with rule 5 of the Companies (Accounts) Rules, 2014 shall not be thus applicable in view of above explanation.

ACKNOWLEDGEMENT:

The Board is thankful to its bankers for their continued support and assistance, which has played important role in progress of the Company.

Your Directors places on records the contribution of employees of the Company at all levels and other business associates for their commitment, dedication and respective contribution to the Company's operations during the year under review.

Place: Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

ANNEXURE-I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments:

Companies within the infrastructure industry serve All Type of Project Work of Pumping Machineries for Water and Waste Water, Electrification Project of Central and State Government, Corporations, Diesel Generating Sets Projects With Government, Nationalised Bank and Industries, Instrumentation Work, Civil Work Etc.

Our company is engaged in the field of turnkey projects of supply, installation, testing and commissioning of pumping machineries along with comprehensive operation and maintenance.

Over the years we have diversified in the field of electrification projects with Indian railways, Nationalized Banks and Municipal Corporations. Recently we have started EPC (Engineering, Procurement and Construction) field projects which involves laying cross country pipe line and civil work related to water supply projects including construction of water treatment plant (WTP), Civil Work for Pump Houses, Diesel Generating Sets, Panel Room, Instrumentation, PLC-SCADA.

The Company has capacity to withstand in the market and face the stiff competition prevailing in the Infrastructure business market.

Opportunities and Outlook:

The Company is optimistic about its growth prospect us in the future. The Company has been concentrating on building brand image in the market.

The Company is facing stiff competition from various companies in domestic market. However, Company is well positioned to leverage the opportunities to manage the challenges that have arisen in domestic market.

Outlook:

The company has achieved a great reputation in this field within a short span of time with its strong & effective management and in time project execution. We are proud to highlight our accomplishments and ongoing efforts in various projects. Since 2018 we have completed 16 projects having aggregating of ₹ 13,209.82 lakhs. Apart from this, currently we are engaged in 37 ongoing projects having aggregating of ₹ 41,034.41 lakhs out of which revenue recognised till September 30, 2024 amounts to ₹ 22,732.05 lakhs. These projects not only met but exceeding our clients' expectations, providing a lasting benefit to the community. It underscores our commitment to delivering high quality, impactful projects that meets diverse needs and drive progress.

Our Promoters are the guiding force behind the success of our company. We believe the stability of our management team and the industry experience brought on by our individual Promoters will enable us to continue to take advantage of future market opportunities and expand into newer markets.

Risk and Concerns:

Company is facing competition from various small-scale manufacturers and administrative costs are also increasing day by day. But Company is equipped to meet the challenges by better marketing tactics and effective management of cost and expenses.

Internal Control Systems and their adequacy:

The Company has an adequate system of Internal Control relating to purchase of raw materials, plant & machineries, equipments & various components and for providing services commensurate with the size and nature of business and projects of the Company.

Financial Performance:

Financial Performance with respect to Operational Performance is discussed in the main part of the Report.

Details of Key Financial Ratios are given below:

Ratios	2024-25	2023-24	Change
Debtors Turnover	3.53	3.90	-9.61%
Inventory Turnover	5.86	4.97	17.99%
Interest Service Coverage Ratio	2.82	1.87	50.64%
Current Ratio	2.47	1.51	63.97%
Debt Equity Ratio	0.12	0.38	-68.80
Operating Profit Margin %	22.43%	33.46%	-32.97%
Net Profit Margin %	6.86%	6.84%	0.28%
Return on Net Worth %	12.76%	24.96%	-48.89%

Material Developments in Human Resources / Industrial Relations:

The industry is knowledge driven, considering this aspect we continue to build our team with high quality talent. The Company is putting thrust on providing training both in-house and outside. The key personnel are technically qualified and fully trained to run sites.

The Company maintains cordial & harmonious relation with its employees.

Place: Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

Annexure II

CORPORATE SOCIAL RESPONSIBILITY

1. Brief Outline of the Company's CSR Policy

During the year company have achieved the Net Profit of Rs. 8,35,07,000 which triggers the applicability limit of Corporate Social Responsibility as provided under Section 135 of Companies Act, 2013.

Upholding the principles of social and economic progress, the Company is devoted to enhancing societal well-being through CSR activities, as outlined in Section 135 of the Companies Act, 2013, read with CSR Rules. These commitments form the foundation of our Corporate Social Responsibility (CSR) policy.

2. The Composition of CSR Committee as on 31st March, 2025 is as under:

The Meeting of CSR Committee was held on 14.10.2024.

Sr. No.	Name	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Aayush Kamleshbhai Shah	Chairperson/ Independent Director	1	1
2	Dipak Padmakant Pandya	Member/ Managing Director	1	1
3	Harshal Mahendra Patel	Member/ Whole Time Director (w.e.f. 01.08.2025)	1	1

3. Weblink for composition of CSR Committee:

<https://www.hmelectromech.com/board-and-kmp-and-committees.php>

- 1. Details of Impact assessment of CSR Projects carry out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 : Not Applicable.**
- 2. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
1	2023-24	51,000	NIL

Company has not avail excess set-off of Rs. 51000 from previous year as company has spent full Contribution in the F.Y 2024-2025 of Rs. 14.93 Lacs.

- 3. Average Net Profit for the last three years as per Section 135 of the Companies Act, 2013 is Rs. 746.94 lacs**

4. (a) Two percent (2%) of net profit of the Company as per Section 135(5):
Rs. 14.93 lacs
- (b) Surplus arising out of the CSR project/ activities of the previous
FY: - 0.51 lacs.
- (c) Amount required to be set off for the FY : 0.51 lacs
- (d) Total CSR obligation for the FY [5(b) + 5(c) - 5(d)]: Rs. 14.93 lacs

5. a. CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 14.93 Lacs	NIL	NIL	NIL	NIL	NIL

- b. Details of CSR amount spent against ongoing projects for the financial year: NIL

- c. Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No	Name of Project	Item from the list of activities in Schedule VII of the Act.	Local Area (Yes/ No)	Location of the Project District/ State	Amount spent for the project (in Rs.).	Mode of Implementation Direct (Yes/No)	Mode of implementing agency	
							Name	CSR Registration No.
1.	Sahyog Chhatralay / Education Trip/ Fruit plantation /Ration/ Emergency Support /Medical : Education Support	ii & iv	No	Vadodara/ Gujarat	14,93,900	No	Lok Sahyog	CSRO0042 483

- d) Amount spent in administrative overheads: - Nil
- e) Amount spent on impact assessment, if applicable: - NIL
- f) Total amount spent for the financial year (8b+8c+8d+8e): 14.93 Lacs

g) Excess amount for set off, if any:

Sr. No.	Particular	Amount (Rs. in Lacs)
i	Two percent of average net profit of the company as per section 135(5)	14.93
ii	Total amount spent for the Financial Year	14.93
iii	Excess amount spent for the financial year [(ii)-(i)]	0.00
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.51
v	Amount available for set off in succeeding financial years	0.51

6. (a) Details of Unspent CSR amount for the preceding three financial years: NA

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): N.A.

7. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: N.A.

8. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A.

Place: Ahmedabad
Date: 28th August, 2025

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

Sd/-

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

Sd/-

**Aayush Kamleshbhai Shah
Chairman of CSR Committee
(DIN: 10149440)**

ANNEXURE- III

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

In terms of Section 178 of the Companies Act, 2013 read with the applicable rules thereunder and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee recommended the policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company which was approved and adopted by the Board of Directors of the Company.

The Policy is framed with the objective(s):

To lay down criteria with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Key Managerial positions and to determine their remuneration;

To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry;

To carry out evaluation of the performance of Directors, as well as Key Managerial Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations and

To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the working potential of all the Directors and Key Managerial Personnel (KMP) of the Company;

To ensure that the remuneration to Directors and Key Managerial Personnel (KMP) of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;

To lay down criteria for appointment, removal of directors and Key Managerial Personnel and evaluation of their performance.

To ascertain that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

Definitions:

Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

Board means Board of Directors of the Company.

Directors mean Directors of the Company.

Policy or this Policy means "Nomination and Remuneration Policy."

Key Managerial Personnel means

- Chief Executive Officer or the Managing Director or the Manager;
- Whole-time director;
- Chief Financial Officer;
- Company Secretary and such other officer as may be prescribed.

Role of Committee:

The Committee shall:

Identify persons who are qualified to become Directors and Key Managerial Personnel (KMP) who may be appointed in accordance with the criteria laid down.

Recommend to the Board appointment and removal of Directors and KMP and shall carry out evaluation of every director's performance.

Formulate the criteria for determining qualifications, positive attributes and independence of a director.

Recommend to the Board a policy, relating to the remuneration for the Directors and Key Managerial personnel and other employees.

To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and Key Managerial Personnel and such other factors as the Committee shall deem appropriate.

Make independent/ discreet references, where necessary, well in time to verify the accuracy of the information furnished by the applicant.

Policy for appointment and removal of Director and Key Managerial Personnel (KMP)
Appointment criteria and qualifications:

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and Key Managerial Personnel and recommend to the Board his / her appointment,

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position,

Criteria for Remuneration to Directors, Key Managerial Personnel and Senior Management:

(a) Responsibilities and Accountability: The roles and responsibilities towards the organization and the position of the Director and Key Managerial Personnel shall be formerly evaluated to fix the remuneration,

(b) Flexibility: The Remuneration payable shall be flexible to meet both the needs of individuals and those of the Company while complying with relevant tax and other legislation,

(c) Performance: The Committee shall while determining remuneration ensure that the performance of the Director and Key Managerial Personnel and their commitment and efficiency is constructive and beneficial in generating commercial for the Company,

(d) Affordability and Sustainability: The remuneration payable is affordable and on a sustainable basis.

(e) Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

Remuneration to Directors and Key Managerial Personnel: The Committee shall ensure that the Remuneration payable to Directors and Key Managerial Personnel shall be paid after complying with the provisions of Section 197 and Schedule V and such other applicable provisions of the Companies Act, 2013.

Term / Tenure:**a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Evaluation:

The Committee shall carry out evaluation of performance of every Director and KMP at regular interval (yearly).

Retirement:

The Director and Key Managerial Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director and Key Managerial Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director and Key Managerial Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Policy relating to the Remuneration for the Whole-time Director:**General**

- a) The remuneration / compensation / commission etc. to the Whole-time Director and Key Managerial Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.
- b) In determining the remuneration of Whole-time Director and Key Managerial Personnel the Committee should consider among others:
 - Conducting benchmarking with companies of similar type on the remuneration package;
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - Clear linkage of remuneration and appropriate performance benchmarking and

- Remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives to the working of the Company and its goals. c) Increments including bonuses, incentive and other rewards to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be approved by the Shareholders of the Company and/or Central Government, wherever required.

Remuneration to Non-Executive / Independent Director:

Non-Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that amount of fees shall not exceed INR One Lakh per meeting of the Board and Committee or such amount as may be prescribed by the Central Government from time to time.

Membership: -

- Members of the Committee shall be appointed by the Board with a minimum of three Non-Executive Directors out of which not less than one-half shall be Independent Director.
- The Chairman of the Committee shall be elected from members amongst themselves who shall be an Independent Director. In the absence of the Committee's Chairman, the remaining members present shall elect one of themselves to chair the meeting.
- Only members of the Committee have the right to attend and vote at the Committee meetings and any other person required to attend the meeting will have no right to vote.
- The Chairperson of the Committee or in his absence, any other member of the Committee authorised by him in this behalf shall attend the general meetings of the Company.

Minutes of Committee Meetings:

Proceedings of all the meetings are recorded and signed by the Chairman of the said meeting or by the Chairman of the next succeeding meeting. Minutes of the Committee meeting are tabled at the Meeting of the Board and entered in the Minutes binder.

Committee Members Interests:

1. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
1. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Frequency of the meetings:

The Committee shall meet at such times so as to enable it to carry out its powers, functions, roles & responsibilities

Place: Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

ANNEXURE- IV

Form No. MR-3

Secretarial Audit Report

For The Financial Year Ended on March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

H.M. Electro Mech Limited

CIN: L45500GJ2018PLC102018

305, Ashram Avenue, B/H. Kochrab Ashram, Paldi.,

Ahmedabad, Gujarat, India, 380006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **H.M. Electro Mech Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 -Not Applicable as the Company has not issued any Shares / options to the Directors /Employees under the said Regulations during the year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -Not Applicable as the Company has not issued any debt securities during the year under review;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable as the securities of the Company have not been delisted from any Stock Exchange during the year under review;
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 -Not Applicable as the Company has not bought – back any of its securities during the year under review;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

- i. Secretarial Standards issued by The Institute of the Company Secretaries of India (ICSI) and made effective from time to time.
- ii. The Uniform Listing Agreement entered into by the Company with BSE Limited.

During the Audit period under review, the Company has complied with all material aspects of the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

We further report that:

During the audit period under review there were no specific laws which were exclusively applicable to the Company / Industry. However, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records on test - check basis, the Company has complied with the material aspects of the following significant laws applicable to the Company being engaged in the manufacturing activities:

- 1. Factories Act, 1948;
- 2. Acts prescribed under prevention and control of pollution;
- 3. Acts prescribed under Environmental protection.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board that took place during the year under review were carried out in compliance of the provisions of Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of Board of Directors/ Committees of the Company were carried unanimously. We were informed that there were no dissenting views of the members' on any of the matters during the year that were required to be captured and recorded as part of the minutes.

We further report that:

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines such as Labour Laws, the Trade Marks Act, 1999, the Indian Copyright Act, 1957, the Patents Act, 1970.

We further report that:

The compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, have not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditor(s) and other designated professionals.

We further report that:

During the audit period under review, there were passing of Special resolution for:

1. Approval of Initial Public Offer by fresh issue of Equity Shares through EGM on 02.08.2024
2. Change in Designation of Mrs. Mita Dipak Pandya, as Whole Time Director.
3. Mrs. Bhavisha Kunal Chauhan is appointed as Additional Independent Director of the company w.e.f. 27th June, 2024 and regularized as Independent Director of the company w.e.f. 30th September, 2024.
4. Mr. Aayush Kamleshbhai Shah is appointed as Additional Independent Director of the company w.e.f. 27th June, 2024 and regularized as Independent Director of the company w.e.f. 30th September, 2024
5. Harshal Mahendra Patel is regularized as Non-Executive Director of the company w.e.f. 30th September, 2024

One instance of :

- a) For Allotment of new share:

During the year the company had come up with an Initial Public Offer of 36,99,200 Equity Shares at price of Rs. 75 Per Equity Share including Share Premium of Rs. 65 Per Equity Share and raised fund of Rs. 27,74,40,000/- (Rupees Twenty Seven crore Seventy Four Lakhs and Forty Thousand Only).

However no other instance:

- b) Right issue of shares/ debentures/sweat equity etc.;
- c) Redemption / buy-back of securities;
- d) Obtaining the approval from Shareholders under Section 180 of the Companies Act, 2013;
- e) Merger / amalgamation / reconstruction, etc.;
- f) Foreign technical collaborations.

**FOR KINKHABWALA & ASSOCIATES
COMPANY SECRETARIES**

**DARSHAN KINKHABWALA
PRACTICING COMPANY SECRETARY
PROPRIETOR**

**ACS No.: 53260 C. P. No.: 21883
P/R No.: 1878/2022
UDIN: A053260G001093222**

**Place: Ahmedabad
Date : August 27, 2025**

Note: This report is to be read with our letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.

ANNEXURE - A

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR KINKHABWALA & ASSOCIATES
COMPANY SECRETARIES**

**DARSHAN KINKHABWALA
PRACTICING COMPANY SECRETARY
PROPRIETOR
ACS No.: 53260 C. P. No.: 21883
P/R No.: 1878/2022
UDIN: A053260F001090615**

**Place: Ahmedabad
Date : August 27, 2025**

ANNEXURE – V

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	N.A
c)	Duration of the contracts/arrangements/ transaction	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Justification for entering into such contracts or arrangements or transactions'	N.A
f)	Date of approval by the Board	N.A
g)	Amount paid as advances, if any	N.A
h)	Date on which the special resolution was passed in General meeting as required under firstprovisotosection188	N.A

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Place: Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

ANNEXURE- VI
**DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND
REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

i. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended on 31st March, 2025;

Sr. No	Director	Remuneration	Median Remuneration	Ratio
1.	Mr. Dipak Padmakant Pandya	72.00 Lacs	2.49 Lacs	28.91:1
2.	Mr. Mahendra Ramabhai Patel	72.00 Lacs	2.49 Lacs	28.91:1
3.	Mrs. Mita Dipak Pandya	24.00 Lacs	2.49 Lacs	9.64:1

ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Sr. No.	Key Managerial Personnel	% increase
1.	Mr. Dipak Padmakant Pandya	50%
2.	Mr. Mahendra Ramabhai Patel	50%
3.	Mrs. Mita Dipak Pandya	-50%
4.	Mr. Nitinbhai Pragajibhai Dhorajiya	NIL
5.	Mrs. Himani Mayur Upadhyay	NIL

iii. The percentage increase in the median remuneration of employees in the financial year;

Overall, there was increase in the median remuneration of the employees in the financial year.

iv. The Company has 150 permanent employees on the rolls of company

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The increase in remuneration of KMPs in conformity with industrial practice and policy.

There is no exceptional circumstances for increase in managerial remuneration Directors.

v. The key parameters for any variable component of remuneration availed by the directors;

The Whole Time Directors have not availed any variable remuneration components.

vi. Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid is as per the remuneration policy of the company.

Place: Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

ANNEXURE-VII

A. Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo:

(i)	the steps taken or impact on conservation of energy;	The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy. The office area is designed in such a way that during day time not much artificial lighting is necessary in the office.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	N.A.
(iii)	the capital investment on energy conservation equipment	Company is continuously monitoring and making fort for optimum utilization of equipment's which ensures to conserve energy during routine operations itself.

(B) Technology Absorption:

(i)	the efforts made towards technology absorption;	Company has always been making best effort towards technology absorption, adaptation and innovation to improve the quality.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	It improves the quality of company's products being manufactured and reduces the cost of production.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year:-	N.A.
	(a) the details of technology imported;	N.A.
	(b) the year of import	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	N.A.
(iv)	the expenditure incurred on Research and Development	NIL
(v)	Foreign Exchange Earning: Foreign Exchange Outgo:)	Rs. NIL (previous year Rs. NIL) Rs. NIL (previous year Rs. NIL)

Place: Ahmedabad
Date: 28th August, 2025

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

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

Sd/-
Dipak Padmakant Pandya
Chairman and Managing Director
(DIN: 02188199)

INDEPENDENT AUDITORS' REPORT

**To
The Members of
H.M. ELECTRO MECH LIMITED
AHMEDABAD**

Report on the Financial Statements

We have audited the accompanying Financial Statements of **H.M. ELECTRO MECH LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and statement of Cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its profit and loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the accompanying financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon (Other information)

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above-mentioned reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above-mentioned reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as per the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("**the Act**") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including cash flows of the Company in accordance with the accounting principles generally accepted in India,. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the accompanying financial statements for the financial year ended March 31, 2025, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

- 1.** As required by the Companies (Auditor's Report) Order, 2020 ("**the Order**") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by section 143(3) of the Act, we further report that:**
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (iv) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Companies (Accounts) Rules, 2014, as amended.
 - (v) On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on

March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

- (vi) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**" to this report,
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act;

- (viii) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.
 - iv) A] The Management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

B] the management has represented, that, to the best of their knowledge and belief, no funds have been received by the company from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

C] Based on such audit procedures, nothing has come to our notice that has caused them to believe that the representations under sub-clause (A) and (B) contain any material mis-statement.

- v) The Company has not declared or paid dividend during the year.

For, SVJK and Associates
Chartered Accountants
Firm Reg no:- 135182W

SD/-

CA Ankit Singhal
Partner
Membership No: - 151324
UDIN: -25151324BMOBZZ7304

Date: 28th May, 2025
Place: - Ahmedabad

Annexure 'A' to the Independent Auditor's Report

Report on the Companies (Auditor's Report) Order, 2020, issued in terms of section 143 (11) of the Companies Act, 2013('the Act') of HM ELECTRO MECH LIMITED, ('the Company')

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital work in progress and relevant details of right of use Assets.
B. The company does not have any intangible asset during the financial year under audited.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a programme of verification to cover all the items of fixed assets in a phased manner of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, portion of the fixed assets were physically verified by the Management during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in the financial statements are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31st March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Management has conducted Physical Verification of Inventory at reasonable intervals during the year, in our opinion procedures and coverage of such procedures is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.
- (b) During the year, the company has not been sanctioned working capital limit in excess of Rs. 5 Crores from banks on the basis of security of current assets. Accordingly, the reporting under clause 2(ii) (b) of the Order is not applicable to it.

- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act. In view of this, sub-clause (a), (b) and (c) of clause (iii) of paragraph 3 of the Order are not applicable to the Company.
- (iv) In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- (v) The Company has not accepted deposits or amounts which are deemed to be deposits from the public during the year and does not have any unclaimed deposits as at March 31, 2025. Therefore, the reporting requirement under clause 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and belief and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 148(1) of the Act and the Companies (cost records and audit) Rules 2014, as amended, for the company.
- (vii) According to the information and explanations given to us and based on records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, income tax deducted at source, Goods and Service Tax and other material statutory dues, as applicable.

According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, goods and service tax, which have not been deposited on account of any dispute.

- (viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

- (ix) Application and Repayment of loans & Borrowings:

In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

In our opinion and according to the information and explanations given to us the Company has not raised any money obtained by way of term loans during the year.

On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the

Company.

On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to use the obligations of its subsidiary.

- (x) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.
 - (a) The Company had raised fund vide issuing 36,99,200 equity shares having face value of Rs. 10/- each at a premium of Rs. 65/- equity shares aggregating to Rs. 27.74 Crores. The said funds were applied for the purposes for which those are raised. The details of utilisation of the IPO Proceeds refer Note : 27(o)(6) of The Financial Statements of Company.
 - (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the company.
- (xi)
 - (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
 - (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
 - (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard 18 "Related Party Disclosures" specified under Section 133 of the Act.

- (xiv) (a) In our opinion the Company has an adequate internal audit system as per provision of Section 138 of the Companies Act, 2013.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company and hence provisions of section 192 of the Act are not applicable to the company.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the Company has obtained the required registration.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) The statutory auditors of the Company has resigned during the year. There were no issues, objections or concerns raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and We neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) There is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of Section 135 of the said Act. Accordingly, reporting under paragraph 3 Clause (xx) of the order does not arise.

- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For, S V J K and Associates
Chartered Accountants
Firm Reg. No. 135182W

SD/-

CA Ankit Singhal
Partner
Membership No: 151324

UDIN: -25151324BMOBZZ7304
Date – 28th May, 2025
Place-Ahmedabad

Annexure - B to the Independent Auditors' Report

Referred to in paragraph 2(F) under the heading "Report on Other Legal And Regulatory Requirements "of Our Independent Audit Report of even date on the Financial Statements of H.M. ELECTRO MECH LIMITED for the year ended 31st March, 2025.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **H.M. ELECTRO MECH LIMITED** ("the Company") as of 31 March, 2025 in conjunction with our audit of the Ind As financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, S V J K and Associates
Chartered Accountants
Firm Reg. No. 135182W

SD/-

CA Ankit Singhal
Partner
Membership No: 151324
UDIN: -25151324BMOBZZ7304

Date – 28th May, 2025
Place-Ahmedabad

H. M. ELECTRO MECH LIMITED 305, ASHRAM AVENUE, B/H. KOCHRAB ASHRAM, PALDI., Ahmedabad, Gujarat, India, 380006 CIN : L45500GJ2018PLC102018 Email: info@hmelectromech.com Website :- www.hmelectromech.com Phone :- +079-40092538 Balance Sheet As At 31st March, 2025				
(Rs. In Lakhs)				
Sr. No.	Particulars	Note No.	As At 31/03/2025	As At 31/03/2024
I	Equity and Liabilities			
1	Shareholders' Funds			
(a)	Share Capital	1	1,369.92	1,000.00
(b)	Reserves and Surplus	2	5,176.11	2,209.04
(c)	Money received against share warrants		-	-
2	Share application money pending allotment		-	-
3	Non-current Liabilities			
(a)	Long-term Borrowings	3	1.98	297.41
(b)	Deferred tax Liabilities (Net)		-	-
(c)	Other Long term Liabilities	4	468.14	300.65
(d)	Long-term Provisions	5	15.85	26.32
4	Current Liabilities			
(a)	Short-term Borrowings	6	777.83	928.00
(b)	Trade Payables			
(i)	Due to Micro and Small Enterprises		267.87	735.44
(ii)	Due to Others	7	1,230.45	1,526.58
(c)	Other Current Liabilities	8	178.12	149.52
(d)	Short-term Provisions	9	249.40	342.40
	Total (I)		9,735.67	7,515.36
II	Assets			
1	Non-current Assets			
(a)	Property, Plant and Equipment and Intangible Assets	10		
(i)	Property, Plant and Equipment		185.49	32.51
(ii)	Intangible Assets		-	-
(iii)	Capital Work in progress		-	-
(b)	Non-current Investments	11	31.50	31.50
(c)	Deferred tax Assets (Net)	12	13.62	13.12
(d)	Long-term Loans and Advances	13	-	-
(e)	Other Non-current Assets	14	2,825.04	1,890.24
2	Current Assets			
(a)	Current Investments		-	-
(b)	Inventories	15	2,076.60	2,356.99
(c)	Trade Receivables	16	4,032.82	2,870.10
(d)	Cash and Cash Equivalents	17	243.83	16.10
(e)	Short-term Loans and Advances	18	6.31	3.05
(f)	Other Current Assets	19	320.45	301.75
	Total (II)		9,735.67	7,515.36
	Significant Accounting Policies and Notes on Accounts	27		
	As per our report of even date			
	For, S V J K and Associates (Chartered Accountants) FRN : 135182W	For and on behalf of the board of directors H.M. ELECTRO MECH LIMITED		
	SD/-	SD/- Dipak Pandya Chairman and Managing Director DIN : 02188199	SD/- Mahendra Patel Whole time Director DIN : 02190228	
	Ankit Singhal Partner M. No. 151324 UDIN: 25151324BMOBZZ7304	SD/- Nitinbhai Dhorajiya CFO	SD/- Himani Mayur Upadhyay Company Secretary	
	Place : Ahmedabad Date: 28th May, 2025	Place : Ahmedabad Date: 28th May, 2025		

H. M. ELECTRO MECH LIMITED 305, ASHRAM AVENUE, B/H. KOCHRAB ASHRAM, PALDI., Ahmedabad, Gujarat, India, 380006 CIN : L45500GJ2018PLC102018 Email: info@hmelectromech.com Website :- www.hmelectromech.com Phone :- +079-40092538 Profit and Loss Statement for the year ended 31st March, 2025				
(In Rs. Lakhs)				
Sr. No.	Particulars	Note No.	For the year ended 31/03/2025	For the year ended 31/03/2024
I	Income :			
	Revenue from operations	20	12,166.69	11,703.45
	Other Income	21	38.57	26.52
	Total Income (I)		12,205.25	11,729.98
II	Expenses :			
1	Cost of material consumed	22	8,251.89	8,279.62
2	Purchase of stock-in-trade		1,723.25	1,571.26
3	Changes in Inventories of finished goods,work in progress and stock-in-trade	23	-	-
4	Employee benefit expenses	24	429.60	292.03
5	Finance costs	25	177.38	172.88
6	Depreciation and Amortisation expenses		11.29	12.10
7	Project and Other expenses	26	470.50	323.30
	Total Expenses (II)		11,063.92	10,651.19
III	Profit before exceptional and extraordinary item and tax (I-II)		1,141.34	1,078.79
IV	Exceptional Items		-	-
V	Profit before extraordinary item and tax (I-II)		1,141.34	1,078.79
VI	Exceptional Items		-	-
VII	Profit before tax		1,141.34	1,078.79
VIII	Tax Expense:			
1	Current Tax		289.71	279.23
2	Short/(Excess) provision of tax for earlier years		17.06	-
3	Deferred Tax		(0.5)	(1.4)
IX	Profit (Loss) for the year for the period from continuing Operations		835.07	801.00
X	Profit (Loss) for the year for the period from discontinuing Operations		-	-
XI	Profit for the period		835.07	801.00
XII	Earnings per equity share:			
1	Basic EPS (Nominal Value Per share Rs. 10/-)		7.88	8.01
2	Diluted EPS		7.88	8.01
<div style="display: flex; justify-content: space-between;"> <div> <p>Significant Accounting Policies and Notes on Accounts As per our report of even date For, S V J K and Associates (Chartered Accountants) FRN : 135182W</p> <p>SD/-</p> <p>Ankit Singhal Partner M. No. 151324 UDIN: 25151324BMOBZZ7304</p> <p>Place : Ahmedabad Date: 28th May, 2025</p> </div> <div style="text-align: center;"> <p>27 For and on behalf of the board of directors H.M. ELECTRO MECH LIMITED</p> <div style="display: flex; justify-content: space-around;"> <div> <p>SD/- Dipak Pandya Chairman and Managing Director DIN : 02188199</p> <p>SD/- Nitinbhai Dhorajiya CFO</p> <p>Place : Ahmedabad Date: 28th May, 2025</p> </div> <div> <p>SD/- Mahendra Patel Whole time Director DIN : 02190228</p> <p>SD/- Himani Mayur Upadhyay Company Secretary</p> </div> </div> </div> </div>				

Cash Flow Statement for the year ended 31st March, 2025

(Rs. In Lakhs)

Particulars	For the year Ended 31st March 2025	For the year Ended 31st March 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Extraordinary items	1,141.34	1,078.79
Adjustment For:		
(a) Depreciation and Amortization	11.29	12.10
(b) Interest Charges	177.38	172.88
(c) (Gain)/Loss on Sale of Assets	-	-
(d) Other non cash items	-	-
(e) Interest & Other income	(38.07)	(26.43)
Operating Profit before Working Capital Changes	1,291.93	1,237.34
Adjustment For :		
(a) (Increase)/Decrease in Inventories	280.39	(817.69)
(b) (Increase)/Decrease in Trade Receivables	(1,162.73)	261.63
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(21.97)	(2.61)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	(730.12)	(113.89)
CASH GENERATED FROM OPERATIONS	(342.49)	564.77
Less : Direct Taxes paid	(237.27)	(279.23)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(579.76)	285.55
NET CASH FROM OPERATING ACTIVITIES (A)	(579.76)	285.55
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Sales / (Addition) in Fixed Assets & WIP	(164.27)	(10.01)
(b) Transfer of assets on account of demerger	-	-
(c) (Increase) / Decrease in Investment	-	(31.50)
(d) (Increase) / Decrease in Non Current Assets	(934.80)	(867.38)
(e) Interest and other income	38.07	26.43
NET CASH FROM INVESTING ACTIVITIES (B)	(1,061.00)	(882.47)
C. CASH FLOW FROM FINANCING ACTIVITIES		
(a) Increase/(Decrease) in Long Term Borrowings	(295.43)	(106.39)
(b) Increase/(Decrease) in Short Term Borrowings	(150.17)	692.20
(c) Proceeds from Issue of Share Capital	369.92	-
(d) Proceeds from Issue of Share Premium	2,404.48	-
(e) Proceeds from Share Premium utilised for Pre IPO Expense (Issue related Expenses)	(272.47)	-
(f) Increase / (Decrease) in Long Term Provisions	(10.47)	3.33
(g) Interest Paid	(177.38)	(172.87)
NET CASH FLOW IN FINANCING ACTIVITIES (C)	1,868.48	416.26
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	227.73	(180.66)
OPENING BALANCE – CASH & CASH EQUIVALENT	16.10	196.75
CLOSING BALANCE - CASH & CASH EQUIVALENT	243.83	16.10

For, S V J K and Associates
(Chartered Accountants)
FRN : 135182W

For and on behalf of the board of directors
H.M. ELECTRO MECH LIMITED

SD/-

SD/-
Dipak Pandya
Chairman and Managing Director
DIN : 02188199

SD/-
Mahendra Patel
Whole time Director
DIN : 02190228

Ankit Singhal
Partner
M. No. 151324
UDIN: 25151324BMOBZZ7304

SD/-
Nitinbhai Dhorajiya
CFO

SD/-
Himani Mayur Upadhyay
Company Secretary

Place : Ahmedabad
Date: 28th May, 2025

Place : Ahmedabad
Date: 28th May, 2025

H. M. ELECTRO MECH LIMITED
Notes forming part of Financial Statements

Note : 1 Share Capital

(a) Authorised, Issued, Subscribed and paid-up share capital (Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
Authorised Share Capital :		
1,50,00,000 Equity Shares of Rs.10 /- each	1,500.00	1,500.00
Issued, Subscribed and Paid-up Share Capital :		
136,99,200 Equity Shares of Rs.10 /- each fully paid up (100,00,000 Equity Shares of Rs.10 /- each fully paid up)	1,369.92	1,000.00

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of reporting period

Particulars	Equity Shares		Equity Shares	
	No.	Amount (Rs. In Lakhs)	No.	Amount (Rs. In Lakhs)
Shares outstanding at the beginning of the year	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Shares Issued during the year *	36,99,200	369.92	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,36,99,200	1,369.92	1,00,00,000	1,000.00

(c) Terms/ rights attached to Equity Shares

The Company has only one class of Equity Shares having par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

*The Company has made an Initial Public Offering of 36,99,200 equity shares for cash at a price of Rs. 75 (including a Premium of 65 /- per equity shares), aggregating to Rs. 27.74 Crore.

(d) Details of shares held by each shareholders holding more than 5 % shares :

Name of Shareholders	31/03/2025		31/03/2024	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Dipakbhai P Pandya	25,60,800	18.69%	25,00,000	25.00%
Mahendrabhai R. Patel	25,11,200	18.33%	25,00,000	25.00%
Mitaben D Pandya	24,15,800	17.63%	24,75,000	24.75%
Varshaben M Patel	24,15,800	17.63%	24,75,000	24.75%

H. M. ELECTRO MECH LIMITED

(e) Details of shares held by Promoters at the end of the year :

Promoter's Name	31/03/2025			31/03/2024		
	No of Shares held	% of Holding	% Changed during the year	No of Shares held	% of Holding	% Changed during the year
1 Dipakbhai P Pandya	25,60,800	18.69%	6.31%	25,00,000	25.00%	-
2 Mahendrabhai R Patel	25,11,200	18.33%	6.67%	25,00,000	25.00%	-
3 Mitaben D Pandya	24,15,800	17.63%	7.12%	24,75,000	24.75%	-
4 Varshaben M Patel	24,15,800	17.63%	7.12%	24,75,000	24.75%	-
5 Suhani Swapnil Patel	20,000	0.15%	0.05%	20,000	0.20%	-
6 Harshalkumar M Patel	10,000	0.07%	0.03%	10,000	0.10%	-
7 Pinal M Patel	10,000	0.07%	0.03%	10,000	0.10%	-
8 Twinkal S Paneliya	10,000	0.07%	0.03%	10,000	0.10%	-
	99,53,600	72.66%		1,00,00,000	100.00%	

% Change during the period: During the year Promoter's share holding is reduced by 27.34%.

Note : 2 Reserve and Surplus

(Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Surplus - Profit and Loss Account		
Opening balance	2,209.04	1,408.04
Add : Surplus for the year as per statement of profit and loss	835.07	801.00
Less : Adjustment due to Gratuity	-	-
Add : Securities Premium	-	-
Less: Transfer to General reserve	-	-
Closing Balance		
Total (a)	3,044.10	2,209.04
(b) Securities Premium		
Opening Balance	-	-
Add: Additions during the year	2,404.48	-
Less: Pre-IPO Expenses (including issue-related expenses)*	(272.47)	-
Closing Balance		
Total (b)	2,132.01	-
Total (a + b)	5,176.11	2,209.04

* Pre-IPO expenditure related to the issue, being in the nature of issue-related expenses, has been adjusted against the Securities Premium Account in accordance with the provisions of Section 52 of the Companies Act, 2013.

Note : 3 Long Term Borrowings

(Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Term loans		
(i) From Banks/NBFC		
a. Secured	1.98	70.79
b. Unsecured	-	226.61
Total (i)	1.98	297.41
(ii) From other parties		
a. Secured	-	-
b. Unsecured	-	-
Total (ii)	-	-
(b) Loans and advances from related party		
i. Secured	-	-
ii. Unsecured	-	-
(c) Other Loans and Advances		
	-	-
Total (a + b + c)	1.98	297.41

H. M. ELECTRO MECH LIMITED								
A. Secured loans								
Sr No	Particulars	Type of Loan	Interest Rate	Period of Repayment	Security	Sanctioned Amount	Outstanding Amount	Installment Amount
1	ICICI Bank Loan - Mahindra -	Vehicle Loan	7.40	36	Vehicle	9.00	-	0.28
2	Union Bank Loan	Vehicle Loan	7.25	60	Vehicle	10.00	3.62	0.20
3	ICICI Bank Loan -	Vehicle Loan	9.25	36	Vehicle	9.10	3.84	0.29
4	Tata Capital	Business Loan	12.25	36	Mutual Fund	200.00	63.51	9.44
5	ICICI BANK LTD.- Pickup-Car Loan- 24618	Vehicle Loan	10.15	36	Vehicle	7.60	-	0.25
B. Unsecured loans								
Sr No	Particulars	Type of Loan	Interest Rate	No of EMI	Security Type	Sanctioned Amount	Outstanding Amount	Installment Amount
1	Axis Bank	Business Loan	14.50	36	Unsecured	50.00	14.35	1.72
2	Deutsche Bank	Business Loan	15.00	36	Unsecured	50.00	16.31	1.73
3	HDFC Bank	Business Loan	14.50	36	Unsecured	75.00	21.89	2.58
4	ICICI Bank	Business Loan	14.75	36	Unsecured	50.00	14.64	1.73
5	IDFC Bank	Business Loan	14.50	36	Unsecured	76.50	24.66	2.63
6	Indusind Bank	Business Loan	15.75	24	Unsecured	50.00	13.72	2.44
7	Kotak Mahindra Bank	Business Loan	13.95	24	Unsecured	100.00	-	4.80
8	Standard Chartered Bank	Business Loan	15.00	36	Unsecured	100.00	28.72	3.47
9	Yes Bank	Business Loan	14.75	36	Unsecured	50.00	14.38	1.72
10	Aditya Birla Finance	Business Loan	16.00	12	Unsecured	50.00	-	4.54
11	Credit Siason	Business Loan	15.50	24	Unsecured	50.00	13.68	2.44
11	Fullerton India	Business Loan	15.25	37	Unsecured	50.00	16.24	1.74
11	Poonawala Fincorp	Business Loan	16.00	24	Unsecured	50.11	16.29	2.45
11	Shree Ram Finance	Business Loan	16.00	24	Unsecured	50.00	13.97	2.44
11	Ugro Capital	Business Loan	16.00	24	Unsecured	49.85	16.24	2.44
12	Tata Capital	Business Loan	14.50	24	Unsecured	75.00	-	3.62
<ul style="list-style-type: none"> The company has not defaulted in repayment of any loans and interest in respect of above mentioned loans. 								
Note : 4 Other Long term Liabilities		(Rs. In Lakhs)						
Particulars						As At 31/03/2025	As At 31/03/2024	
Security Deposits						468.14	300.65	
Unsecured, considered good								
						468.14	300.65	

H. M. ELECTRO MECH LIMITED

Note : 5 Long term provisions (Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Provision for employee benefits - Provision for gratuity	15.85	26.32
Total	15.85	26.32

Note : 6 Short term borrowings (Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Loans repayable on demand		
(i) From Banks/NBFC		
a. Secured	299.13	349.83
b. Unsecured	184.62	76.20
Total (a)	483.75	426.03
(b) Loans and advances from related party		
a. Secured	-	-
b. Unsecured	-	-
Total (b)	-	-
(c) Other Loans and Advances		
NIL	-	-
Total (c)	-	-
(d) Current maturities of Long term borrowings		
a. Secured	68.99	106.79
b. Unsecured	225.10	395.18
Total (d)	294.09	501.97
Total (a + b + c + d)	777.83	928.00

Additional Information:-

Secured

Sr No	Particulars	Type of Loan	Interest Rate	Period of Repayment	Security	Sanctioned Amount	Outstanding Amount
1	ICICI Bank - Wilo	Overdraft	9.85	Working Capital Facility	Immovable Property, Current Assets	100.00	248.53
2	Ratnafin Capital	Bill Discounting	13.00	Usage Max 90 Days	17% FDR (Security Deposit)	200.00	50.60

Unsecured

Sr No	Particulars	Type of Loan	Interest Rate	Period of Repayment	Sanctioned Amount	Outstanding Amount
1	Oxzyo Financial Services	Working Capital Term Loan	14.50	18 Months	120.00	22.31
2	Birla Pivot-Aditya Birla Finance - Finance	Channel Finance	12.50	Working Capital Facility	300.00	162.31

Details of short term borrowings guaranteed by some of the directors or others (Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
Loan repayable from Banks/NBFC	777.83	928.00
Loan repayable from other parties	-	-
Loans and advances from related parties - Director's Deposit	-	-
Total	777.83	928.00

• The company has not defaulted in repayment of any loans and interest in respect of above mentioned loans.

H. M. ELECTRO MECH LIMITED					
Note : 7		Trade payables		(Rs. In Lakhs)	
Particulars			As At 31/03/2025	As At 31/03/2024	
Micro and Small Enterprise			267.87	735.44	
Others			1,230.45	1,526.58	
Total			1,498.32	2,262.03	
• Trade payables ageing schedule for the year ended on 31st March, 2025					
Outstanding for following periods from due date of payment					
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)MSE	267.87	-	-	-	267.87
(ii)Others	1,222.03	8.42	-	-	1,230.45
(iii) Disputed dues – MSE	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
• Trade payables ageing schedule for the year ended on 31st March 2024					
Outstanding for following periods from due date of payment					
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)MSE	735.44	-	-	-	735.44
(ii)Others	1,513.73	1.50	-	11.35	1,526.58
(iii) Disputed dues – MSE	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Note : 8		Other current liabilities		(Rs. In Lakhs)	
Particulars			As At 31/03/2025	As At 31/03/2024	
(a) Statutory Dues & Other Current Liabilities			147.45	34.26	
(b) Advance received from Customers			16.09	113.85	
(c) Other payables			7.09	1.41	
(d) Security Deposit			7.50	-	
Total			178.12	149.52	
Note : 9		Short term provisions		(Rs. In Lakhs)	
Particulars			As At 31/03/2025	As At 31/03/2024	
(a) Provision for employee benefits			-	-	
Salary and Reimbursements (including Directors' remuneration)			190.12	223.79	
Provision for Gratuity			0.41	-	
(b) Others					
Provision for ESIC			0.01	0.01	
Provision for EPFO			2.00	0.58	
Provision for Audit Fees			4.41	2.05	
Income Tax Provision - Net of Tax Deducted at Sources			52.44	115.97	
Total			249.40	342.40	

H. M. ELECTRO MECH LIMITED

Note : 10 **PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS**

(Rs. In Lakhs)

Sr. No	Particulars	Cost/Gross Block				Depreciation/Impairment Provision				Net Block	
		Opening	Addition	Disposal	Closing	Upto last year	For the year	On sale/ impairment	To date	As at the year end	Previous year
(A)	Property, Plant and Equipment										
1	Buildings	11.70	153.97	-	165.67	5.22	0.62	-	5.83	159.84	6.48
2	Furniture & Fixure	3.10	0.73	-	3.83	1.71	0.36	-	2.07	1.77	1.40
3	Motor Vehicle	70.34	16.28	48.48	38.14	50.09	7.66	36.44	21.31	16.83	20.26
4	Two Wheelers	0.93	0.64	0.66	0.90	0.77	0.18	0.13	0.82	0.09	0.16
5	Plant and Machinery	2.03	-	-	2.03	0.82	0.22	-	1.04	0.99	1.21
6	Office Equipment	12.40	2.41	-	14.81	10.27	1.22	-	11.49	3.32	2.13
7	Computer	3.56	2.82	-	6.38	2.69	1.03	-	3.72	2.66	0.87
	Total (A)	104.06	176.85	49.14	231.77	71.55	11.29	36.57	46.28	185.49	32.51
(B)	Intangible Assets										
1	NIL	-	-	-	-	-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-	-	-	-
(C)	Capital Work-in-Progress*										
	Total (c)	-	-	-	-	-	-	-	-	-	-
	Total (A + B + C)	104.06	176.85	49.14	231.77	71.55	11.29	36.57	46.28	185.49	32.51
	Previous Year	94.05	10.01	-	104.06	59.46	12.10	-	71.55	32.51	34.59

***Ageing of Capital Work-in-Progress:-**

Details of Capital Work in Progress held by the company during the financial year

CWIP	Amount in CWIP For a Period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-

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Note : 11 Non Current Investments		(Rs. In Lakhs)	
Particulars	Quoted/Unquoted	As At 31/03/2025	As At 31/03/2024
(a) Trade Investments			
(i) Investment in equity investments		-	-
(ii) Investment in debenture/bonds		-	-
(iii) Investment in partnership firm		-	-
(iv) Other non-current investment		-	-
Total (a)		-	-
(b) Other Investments			
(i) Investment in Properties		-	-
(ii) Investment in equity investments		-	-
(iii) Investment in government or trust securities		-	-
(iv) Investment in debenture/bonds		-	-
(v) Investment in Mutual Fund	Quoted	31.50	31.50
ICICI Prudential MF - 60055.683 units at NAV at 52.4487/-, Valued at Cost, Market Value As on 31/03/2025 - 58.8276/-			
(vi) Investment in partnership firm		-	-
Total (b)		31.50	31.50
Less: Provision for diminution in value of investments		-	-
Total		31.50	31.50
Note : 12 Deferred tax Assets (Net)		(Rs. In Lakhs)	
Particulars		As At 31/03/2025	As At 31/03/2024
Cumulative Timing Difference arising out of :			
Depreciation		27.18	25.80
Depreciation on sale of Asset		10.67	
Graturity Provision		16.26	26.32
Total Timing Difference		54.11	52.12
Effective tax rate		25.168%	25.168%
Deferred Tax Assets recognised		13.62	13.12
Note : 13 Long term Loans and Advances		(Rs. In Lakhs)	
Particulars		As At 31/03/2025	As At 31/03/2024
(a) Capital Advances		-	-
Unsecured, considered good -			
(b) Loans and advances to related parties		-	-
Unsecured, considered good -			
(c) Other Loans and Advances		-	-
Unsecured, considered good -			
Total		-	-
Note : 14 Other Non-current Assets		(Rs. In Lakhs)	
Particulars		As At 31/03/2025	As At 31/03/2024
(a) Long term trade receivable			
Unsecured, considered good		-	-
(b) Security Deposits			
Unsecured, considered good -		1,957.74	1,666.11
(c) Others			
Fixed deposit and other		867.30	224.13
Total		2,825.04	1,890.24

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Note : 15 Inventories

(Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Raw Materials	-	-
(b) Work in progress	-	-
(c) Finished Goods	-	-
(d) Stock in trade (acquired for trading)	-	-
(e) Others (Goods in Job Turnkey Projects)	2,076.60	2,356.99
Total	2,076.60	2,356.99

Note : 16 Trade Receivables

(Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
Trade receivables		
Unsecured, considered good	4,032.82	2,870.10
Unsecured, considered doubtful	-	-
	4,032.82	2,870.10
Less: Provision for doubtful debts	-	-
	4,032.82	2,870.10
Total	4,032.82	2,870.10

• **Trade Receivables ageing schedule for the year ended on 31st March, 2025**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Year	2-3 Year	More than 3 Year	
(i) Undisputed Trade receivables – considered good	3,557.38	265.82	-	28.75	-	3,851.95
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	180.87	180.87
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

• **Trade Receivables ageing schedule for the year ended on 31st March 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Year	2-3 Year	More than 3 Year	
(i) Undisputed Trade receivables – considered good	2,410.52	40.72	191.17	227.68	-	2,870.10
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

*** Trade Receivable include amount due from :**

Directors	-	-
Firm in which director is a partner	-	-
Private company in which director is a member	-	-
Total	-	-

Note : 17 Cash and cash equivalents

(Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Cash on hand	4.10	16.00
(b) Balances with Banks (Current Accounts with Scheduled Banks) (Not Earmarked)	239.73	0.10
Total	243.83	16.10

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Note : 18 Short term loans and advances (Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Loans and advances to related parties* Unsecured, considered good	-	-
(b) Loans and advances to employees Unsecured, considered good	6.31	3.05
Total	6.31	3.05

Note : 19 Other Current Assets (Rs. In Lakhs)

Particulars	As At 31/03/2025	As At 31/03/2024
(a) Prepaid Expenses Unsecured, considered good	26.15	9.07
(b) Other loans and advances Advance to suppliers / creditors	248.05	83.62
Other receivables	46.26	38.31
(c) GST Credit/Cash Ledger Balance	-	170.75
Total	320.45	301.75

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Note : 20 Revenue from operations		(Rs. In Lakhs)	
	Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024
	Revenue from Contracts with customers		
(a)	Sale of products	1,795.55	2,734.34
		1,795.55	2,734.34
(b)	Sale of services		
	Work Contract Services	10,371.14	8,969.11
		10,371.14	8,969.11
	Total	12,166.69	11,703.45
Note : 21 Other Income		(Rs. In Lakhs)	
	Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024
	• Interest Income	38.07	26.43
	• Other non-operating income - Kasar Vata	-	0.10
	• Short term capital gain on MF	0.50	-
	Total	38.57	26.52
Note : 22 Cost of raw material consumed		(Rs. In Lakhs)	
	Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024
	Opening Stock	2,356.99	1,539.30
	Add: Purchases	7,971.50	9,097.31
		10,328.50	10,636.62
	Less: Closing Stock	2,076.60	2,356.99
	Cost of raw material consumed	8,251.89	8,279.62
Note : 23 Changes in inventories of finished goods, work in progress and stock in trade		(Rs. In Lakhs)	
	Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024
	<u>Inventories at the start of the year :</u>		
	Finished goods	-	-
	Stock-in-trade	-	-
		-	-
	<u>Inventories at the end of the year :</u>		
	Finished goods	-	-
	Stock-in-trade	-	-
		-	-
	Net Increase/(Decrease)	-	-

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Note : 24 Employees benefit expenses		(Rs. In Lakhs)	
Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024	
Salaries and wages	187.99	91.79	
Contribution to provident fund and other fund	10.25	2.52	
Gratuity	8.57	3.33	
Directors' Remuneration and Sitting Fees	181.18	194.40	
Staff welfare expenses & Other Allowance	41.61	-	
Total	429.60	292.03	
Note : 25 Finance Costs		(Rs. In Lakhs)	
Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024	
Interest expense			
• Interest paid to Bank/NBFC	121.50	126.83	
• Interest paid to Other Parties	0.00	4.93	
• Bank Charges/Loan Processing Charges/Stamp Duty	55.88	41.12	
Total	177.38	172.88	
Note : 26 Other Expenses		(Rs. In Lakhs)	
Particulars	For the year ended 31/03/2025	For the year ended 31/03/2024	
Project Expenses			
• Freight Charges	87.59	66.42	
• Labour and Other Cess	63.45	31.75	
• Testing, Inspection Charges & Design Expenses	16.40	4.46	
• Site Expenses & Other Deduction	45.86	88.29	
• Project Expenses	1.98	-	
• Tender Fees	6.32	-	
Other Expenses			
• Power and Fuel	4.70	0.95	
• Rents	0.61	1.47	
• Repairs to machinery	1.41	0.76	
• Insurance	90.49	23.31	
• Professional Fees /consultancy fees /fees for technical Services/legal charges	33.23	19.45	
• Travelling Expenses	27.82	33.87	
• Conveyance Expenses	13.25	12.68	
• Telephone Expenses	1.22	1.04	
• Donation	16.16	0.29	
• Rates, taxes paid or payable to government or any local body	18.98	2.81	
• Payment to Auditors	4.90	2.94	
• Other Provisions/Expenses	17.48	22.81	
• CSR Expenses	14.94	10.00	
• Penalty Charges	3.74	-	
Total	470.50	323.30	

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Note : 28 Related Party Disclosures

i. List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1)	Dipakbhai P Pandya	Key Managerial Persons
2)	Mahendrabhai Patel	
3)	Mitaben D Pandya	
4)	Varshaben Patel	
5)	Haresh A Patel -CFO (Till 03.10.2024)	
6)	Nitin P Dhorajiya (From 03.10.2024)	
7)	Harshal Patel	Relatives Of KMP
8)	Pinal Patel	
9)	Suhani S. Patel	
10)	Indcon Panels Private Limited	Director having Significant Influence

ii. Transactions carried out with related parties in the ordinary course of business during the year:

(Rs. In Lakhs)

Transactions during the year:		01/04/2024- 31/03/2025	01/04/2023- 31/03/2024
1	Director Remuneration and Sitting fees:		
	Dipakbhai P Pandya	72.00	48.00
	Mahendrabhai Patel	72.00	48.00
	Mitaben D Pandya	24.00	48.00
	Varshaben Patel	-	36.00
	Haresh A Patel - CFO	8.50	10.44
	Harshal Patel	-	12.00
	Chetan Solanki	2.32	0.60
	Twinkal S Paneliya	0.20	-
	Kinjal Patel	0.20	-
	Bhavisha Chauhan	0.60	-
	Aayush Shah	0.56	-
	Nitin P Dhorajiya -CFO	7.42	-
2	Professional fees		
	Pinal Patel	-	6.50
	Nitin P Dhorajiya	5.51	-
3	Expenses Reimbursement		
	Haresh Patel	1.78	1.75
	Mahendrabhai Patel	0.07	0.29
	Harshal Patel	0.80	-
4	Loans granted during the year:		
	Relatives :	-	-
5	Loans recovered during the year:		
	Relatives :	-	-
6	Interest paid on loans taken:		
	Key management personnel:	-	-

7 Loans/Deposits accepted during the year		
Dipakbhai P Pandya	71.00	-
Mitaben D Pandya	56.00	-
Indcon Panels Pvt Ltd EMD	-	-
Mahendrabhai Patel	61.00	1.00
8 Loans/Deposits repaid during the year :		
Dipakbhai P Pandya	71.00	
Mitaben D Pandya	56.00	
Key Managerial personnel		
Mahendra Patel	61.00	1.00
Outstanding Balance	As At 31/03/2025	As At 31/03/2024
Salary payable		
Dipakbhai P Pandya	45.99	81.91
Mahendrabhai Patel	22.87	37.61
Mitaben D Pandya	55.52	47.32
Varshaben Patel	23.77	37.77
Harshal Patel	10.01	10.01
Nitin P Dhorajiya	1.25	-
Trade payable/Other Payable		
Haresh Patel	-	0.89
Chetan Solanki	-	0.20
Pinal Patel	-	12.85
Earnest Money Deposit		
Dipakbhai P Pandya	1.00	-
Mitaben D Pandya	24.00	24.00
Indcon Panels Pvt Ltd EMD	1.00	-
Mahendrabhai Patel	1.00	-
No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.		

Schedule: 27 Significant Accounting Policies and Other Disclosures**(a) Basis of preparation of financial statements:**

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

(b) Revenue recognition:

Revenue from project income and trading activity is recognised when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract and a reasonable expectation of collection of the sale consideration from the customer exists.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised when right to receive is established.

(c) Use of estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

(d) Property, plant and equipment:

Property, plant and equipment are stated at cost net of recoverable taxes, trade discount and rebates, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, including duties and other non-refundable taxes or levies and directly attributable cost of bringing the asset to its working condition and indirect costs specifically attributable to construction of a project or to the acquisition of fixed asset. Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Assets retired from active use are carried at lower of book value and estimated net realisable value.

(e) Depreciation and amortisation:

i) The Company provides for depreciation on tangible assets to the extent of depreciable amount on written down value method. Depreciation is provided based on useful life and residual value of the assets as prescribed in Schedule II to the Companies Act, 2013.

ii) The Company depreciates its fixed assets over the useful life and adopting the residual value in the manner prescribed in Schedule II to the Companies Act, 2013

iii) Depreciation on additions to assets or on sale/discardment of assets is provided on pro rata basis from the month in which assets have been put to use, up to the month prior to the month in which assets have been disposed off. Depreciation on additions to assets is provided over the residual life of the respective asset.

(f) Impairment of assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed, if there has been a change in the estimate of recoverable amount.

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(g) Investments:

Investments (if any) are classified into current and long-term investments. Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments.

(h) Inventories:

The inventories are valued at lower of cost or net realisable value, using first in first out formula. Cost of inventories comprises of cost of purchase and development costs incurred in bringing them to their respective present location and condition. Work-in-progress and finished units are valued after considering direct overheads.

The inventories are valued at lower of cost or net realisable value, using first in first out formula. Work-in-progress is valued after considering all the overheads.

(i) Foreign currency transactions:

i) No Foreign currency transactions took place during the year. There are not foreign exchange earnings and outgo during the year.

(j) Employee benefits:

Wages, salaries, paid annual leave, sick leave and bonuses are accrued in the year in which the services are rendered by the employees. The company does not permit accumulating of unused leaves. The company does not provide any long-term employee benefits except gratuity.

The contributions to defined contribution plans are charged to the statement of profit and loss.

Gratuity provision has been made as per gratuity act as on financial statement date

(k) Borrowing cost:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(l) Taxation:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from timing difference between taxable income and accounting income is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future., Deferred tax has been calculated on the basis of timing difference of Depreciation, Preliminary Expenss and Gratuity Provisions.- Detailed Note Attached as annexure.

(m) Provisions, contingent liabilities and contingent assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Contingent Liability : Company has unexpired bank guarantee of Rs. 668.89 (In Lakhs) as on 31st March,2025. (Rs. 1407.73 (In Lakhs) as on 31st March,2024)

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(n) Related Party Disclosures

As per Accounting Standard 18, under the Companies (Accounting Standard) Rules, 2006, the discloser of transactions with the related parties as defined in the Accounting Standard and identified by the Company are given as per annexure attached.

(o) Other Regulatory Matters

- No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder
- The Company has borrowed the fund from bank and financial institutions on the basis of security of current assets and filled the quarterly returns or statements of current assets with banks or financial institutions which are in agreement with the books of accounts
- The company is not declared wilful defaulter by any bank or financial Institution or other lender.
- The Company has registered all the charges and satisfaction with Registrar of Companies.
- During Financial Year, Company had completed its Initial Public Offering ("IPO") of 36,99,200/- new equity share of face value of Rs.10/- each at premium of Rs.65/- per equity share aggregating to Rs.27,74,40,000/-. Pursuant to the IPO, the equity shares of company have to get listed on the SME platform of BSE on 31st January, 2025. The Company has utilised the money raised by way of Initial-Public offer during the year for the purpose for which they were raised as under.

OBJECTS FOR WHICH HAVE BEEN RAISED IN THE IPO AND DETAILS OF UTILISATION DEVIATION/VARIATION, IF ANY:

Sr No.	Particulars	Modified Object	Original Allocation (Rs in Lakhs)	Modified allocation, if any	Funds Utilised upto 31/03/2025 (Rs in Lakhs)	Balance*	Remarks if any
1	To meet additional Working Capital	N.A	2,100.00	N.A	1,208.71	891.29	N.A
2	General Corporate Purpose	N.A	401.94	N.A	296.00	105.94	N.A
3	Issue related Expenses	N.A	272.46	N.A	272.46	-	N.A
			2,774.40		1,777.17	997.23	

6 Financial Ratios :

Sr. No	Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024	% change During the year	Remarks
(a)	Current Ratio (Current Assets / Current Liability)	2.47	1.51	63.97%	The increase is primarily attributable to effective management of current liabilities and better realization of current assets, leading to enhanced liquidity.
(b)	Debt-Equity Ratio (Total Debt/Shareholder's Fund)	0.12	0.38	-68.80%	The Company has repaid a substantial portion of its long-term borrowings during the year, leading to a significant reduction in total debt and thereby lowering the ratio..
(c)	Debt Service Coverage Ratio (EBDITA)/(Loan Repayment in a year + Interest on Term Loan)	2.82	1.87	50.64%	The Company repaid a portion of its debt, resulting in lower interest and principal obligations during the year hence debt service coverage ratio increased.
(d)	Return on Equity Ratio (PAT/ Average Shareholder's Equity)	17.12%	28.52%	-39.97%	The Company raised additional equity share capital through initial Public offer resulting in a larger equity base, which diluted the return percentage.
(e)	Inventory turnover ratio (Revenue from operations/Inventory)	5.86	4.97	17.99%	NA
(f)	Trade Receivables turnover ratio (Revenue from operations/Accounts Receivable)	3.53	3.90	-9.61%	NA
(g)	Trade payables turnover ratio (Purchase/Accounts Payable)	5.32	4.02	32.29%	Enhanced operational cash flows during the year enabled the Company to meet its supplier obligations more promptly.
(h)	Net capital turnover ratio (Total Sales/Working Capital)	3.06	6.27	-51.21%	It is decreased due to increase in working capital.
(i)	Net profit ratio (PAT/Revenue from operations)*100	6.86%	6.84%	0.28%	NA
(j)	Return on Capital employed (Earning before Interest, Tax & Prior Period Items/Capital Employed)	22.43%	33.46%	-32.97%	The Company has invested additional capital in fixed assets and working capital to support expansion and future growth, which has temporarily increased the capital base without a proportionate increase in earnings.
(k)	Return on investment (Net Profit after Interest, Taxes & Pref. Dividends/Equity Share capital plus Reserves)	12.76%	24.96%	-48.89%	The Company raised additional equity capital and/or retained earnings were accumulated, resulting in an increased capital base which has not yet proportionately translated into higher profits.

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- 7 No transactions have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in books of accounts.
- 8 The Company have not traded or invested in Crypto currency or virtual currency during the period
- 9 The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 10 The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- 11 There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013
- 12 The Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- 13 There are not foreign exchange earnings and outgo during the year.
- 14 The provisions of sec. 135 of the Companies Act, 2013 related to Corporate Social Responsibility are applicable to the company. The total provision for the F.Y. 2024-2025 is Rs.14.94 Lakhs.

Particulars	For the Year Ended	
	31/03/2025	31/03/2024
Amount Required to be spent by the company during the period	14.94	10.00
Amount of expenditure incurred	14.94	10.00
Shortfall at the end of the previous year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities :-focuses on education, medicine, and community service	NA	NA
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	-	-
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

15 Provision for Gratuity

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the member's length of services and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

(₹ in lakhs)		
Particulars	As on 31st March, 2025	As on 31st March, 2024
Components of Employer Expense		
Current Service Cost	8.27	1.76
Interest Cost	0.54	0.35
Expected return on Plan Assets	-	-
Actuarial Losses/(gains)	(0.24)	0.75
Past Service Cost	-	-
Total Expense recognised in the Statement of Profit & Loss	8.57	2.87
Actual contribution and benefit payments for year		
Actual Benefit Payments	-	-
Actual Contributions	-	-
Net Asset/(Liability) recognised in the Balance Sheet		
Present Value of Defined Benefit Obligation	-	-
Fair Value of Plan Assets	-	-
Unrecognised Past Service Cost	-	-
Net Asset/(Liability) recognised in the Balance Sheet	-	-
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the Year	7.69	4.82
Current Service Cost	8.27	1.76
Interest Cost	0.54	0.35
Expected return on Plan Assets	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(0.24)	0.75
Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Present Value of DBO at the end of the year	16.26	7.69
Change in Fair Value of Assets during the year		
Plan Assets at beginning of the year	-	-
Expected return on Plan Assets	-	-
Actual Company Contributions	-	-
Actuarial Gain/(Loss)	-	-
Benefits Paid	-	-
Plan Assets at the end of the year	-	-
Bifurcation of Present Value of Obligation at the end of the year with respect to provisions of the Companies Act, 2013		
Current Liability (Amount due within One year)	0.41	0.36
Non-Current Liability (Amount due over One year)	15.85	7.33
Present Value of Obligation as at the end	16.26	7.69
Actuarial Assumptions		
Economics		
Discount Rate	6.80%	7.20%
Salary Escalation	7.00%	7.00%
Demographic		
Retirement Age	70 years	70 years
Mortality Rate	As per Standard table Indian Assured Lives Mortality(2012-14) ultimate	As per Standard table Indian Assured Lives Mortality(2012-14) ultimate

H. M. ELECTRO MECH LIMITED

(p) Other Matters

- 1 Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous year Rs. Nil).
- 2 In the opinion of the Directors:
 - (a) The current assets and loans and advances are approximately of the value stated, if realised in the ordinary course of business.
 - (b) The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 3 Balances of long-term borrowings, short-term borrowings, trade payables, other current liabilities, long-term loans and advances, trade receivables, short-term loans and advances and other current assets are subject to confirmation.
- 4 The Company is operating in a single segment, i.e., Government Contractor in Electro Mechanical Sector and Distributor of Pumps, and accordingly, no separate information for segment-wise disclosure is required as per Accounting Standard 17 on 'Segment Reporting' under the Companies (Accounting Standards) Rules, 2006.
- 5 The Company does not owe any sum to any micro or small enterprise except to those mentioned in Schedule 7. The above is based on the information available with the Company.
- 6 Previous year's figures have been regrouped, wherever necessary.

For, S V J K and Associates
(Chartered Accountants)
FRN : 135182W

SD/-

Ankit Singhal
Partner
M. No. 151324
UDIN: 251513248MOBZZ7304

Place : Ahmedabad
Date: 28th May, 2025

For and on behalf of the board of directors
H.M. ELECTRO MECH LIMITED

SD/-
Dipak Pandya
Chairman and
Managing Director
DIN : 02188199

SD/-
Mahendra Patel
Whole time Director
DIN : 02190228

SD/-
Nitinbhai Dhorajiya
CFO

SD/-
Himani Mayur Upadhyay
Company Secretary

Place : Ahmedabad
Date: 28th May, 2025

H.M. ELECTRO MECH LIMITED

CIN: L45500GJ2018PLC 102018

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

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

ATTENDANCE SLIP

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

Full name of the Member: _____

Address of the Member: _____

Folio No: _____

DP-ID No. _____

Client ID No. _____

No. of shares held: _____

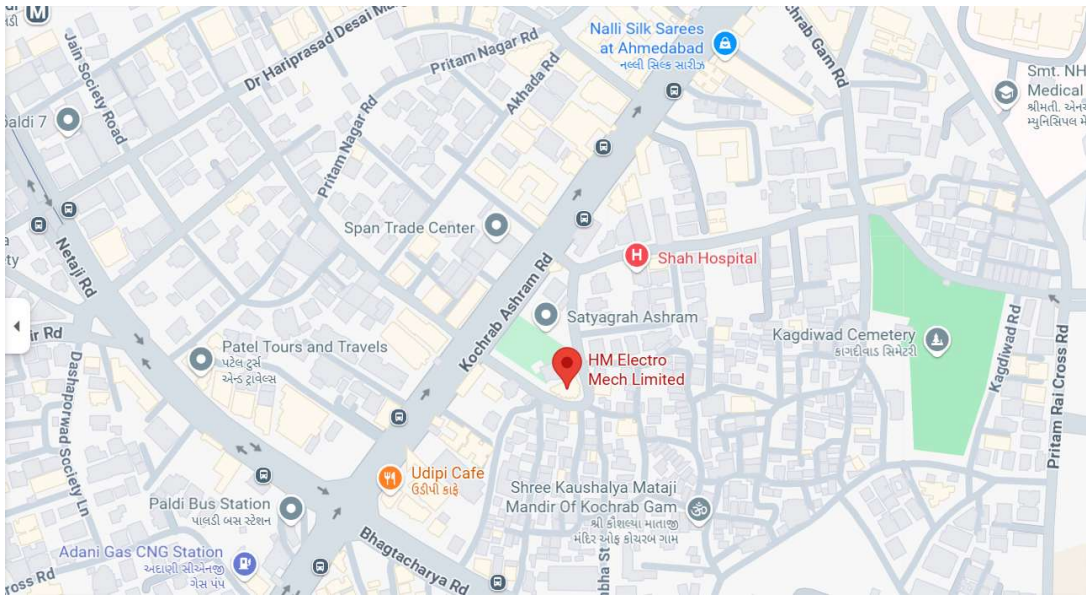
Full name of the Proxy (If attending the meeting): _____

Member's /Proxy's Signature: _____

Note:

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

AGM Venue Route Map



H.M. ELECTRO MECH LIMITED

CIN: L45500GJ2018PLC 102018

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

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

PROXY FORM

FORM NO. MGT-11

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

Name of the member(s) : _____
Registered Address : _____

E-mail ID : _____

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

No. of Shares: _____

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

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

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

Signed this _____ day of _____ of 2025.

Affix
Re1
revenue
stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note:

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