

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 12<sup>th</sup> (Twelve) Annual General Meeting (AGM) of the Members of Artemis Electricals And Projects Limited (Formerly Known as Artemis Electricals Limited) will be held on **Friday, 24 September, 2021 at 09.00 AM** at Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane 401208 (considered as Deemed Venue) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company, for the year ended March 31, 2021 together with the Boards' Report and Auditors' Report thereon;
2. To appoint a director in place of **Mr. ShivKumar Chhangur Singh (DIN: 07203370)** Whole time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

## Special Business

**Item: 3 Appointment Mr. Saideep Shantaram Bagale (DIN:07196456) as an Non-Executive Director.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Saideep Shantaram Bagale (DIN: **07196456**) who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, thus, Mr. Saideep Shantaram Bagale (DIN: **07196456**) who be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Item: 4. Appointment of Mr. Deepak Kumar, (DIN: 09292428) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') 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), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and remuneration committee and the Board has recommended his appointment as Non-Executive Independent Director, **Mr. Deepak Kumar,(DIN: 09292428)** who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and **Mr. Deepak Kumar,(DIN: 09292428)** be and is hereby appointed as an Independent Director of the Company with effect from conclusion of Annual General Meeting (AGM)to hold office for a term of five consecutive years up to 23<sup>rd</sup>September, 2026 , not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

**Item: 5. Approval for Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as specified in the explanatory statement, for the purpose as defined in the explanatory statement, on such terms and conditions as the Board of Directors (including its committees) may deem fit, up to a maximum aggregate value of defined in the explanatory statement, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Item 6: Acquisition of Technology and Approval of Related Party Transaction.**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with ELECTRO FORCE (INDIA) PRIVATE LIMITED within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for transaction related to “transfer of Technology of Lithium Ion and setting up cells project and allied work on such terms and conditions as the Board of Director” (including its committees) may deem fit, up to a maximum aggregate value of Rs.120 crore.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Date: 27<sup>th</sup> August, 2021  
Place: Mumbai

By Order of Board of Directors  
Artemis Electricals and Projects Limited  
(Formerly Known as Artemis Electricals Limited)

Sd/-  
Shiv Kumar Singh  
Whole time Director and Chief Financial Officer

## NOTES

1. The Explanatory Statement pursuant to the provisions of the Section 102 (1) of the Companies Act, 2013 relating to the Special Business as set out at item nos. 3 to 6 to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. Corporate members are requested to mail duly certified copy of the Board Resolution passed pursuant to Section 113 of the Act, authorizing their representative to attend and vote at the AGM to [contact@artemiselectricals.com](mailto:contact@artemiselectricals.com).
3. Pursuant to Section 91 of the Act, Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 18 September, 2021 to Thursday, 23 September, 2021** (both days inclusive).
4. The Members approved appointment of Mittal Agarwal & Co. For Mittal Agarwal & Company, Chartered Accountants, Registration No. 131025 was Statutory Auditors of the Company to hold office from 2019-20 till the conclusion of the AGM for FY 2022-23 subject to ratification of their appointment by Members at every AGM, if so, required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, as maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Act, will be kept open for inspection for the members during the AGM.
6. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
7. Brief resume of Directors proposed to be appointed/ re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to this Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.
8. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
10. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at 29<sup>th</sup> August, 2021. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
14. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

15. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:**

- a. The remote **e-voting period begins on Sunday, 19 September, 2021 at 09:00 A.M. and ends on Thursday, 23 September, 2021at 5:00 P.M.** The remote-voting module shall be disabled by CDSL for voting thereafter. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of the Friday, 17 September, 2021.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- d. The Board of Directors has appointed **CS Rajvirendra Singh Rajpurohit, M/s. R.S. Purohit & Co.,** Practicing Company Secretaries (**having Membership 40228**) Mumbai as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

- (a) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is</li> </ol>

	<p>available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on "Shareholders" module.

- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.

- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [contact@artemiselectricals.com](mailto:contact@artemiselectricals.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance **at least 3 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at [contact@artemiselectricals.com](mailto:contact@artemiselectricals.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number [contact@artemiselectricals.com](mailto:contact@artemiselectricals.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3:**

Based on there commendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed **Mr. Saideep Shantaram Bagale (DIN: 07196456)** as an Additional Director in the capacity of Non-Executive Director of the Company to hold office up to the to conclusion of ensuring Annual General Meeting.

The Company has received necessary declaration(s) from **Mr. Saideep Shantaram Bagale (DIN: 07196456)** confirming that he is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company. **Mr. Saideep Shantaram Bagale** has done Diploma in Mechanical Engineering from SES Polytechnic Solapur in 2003. He has over 15 years of experience in product design and development, quality Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement.

Your Board believes that **Mr. Saideep Shantaram Bagale (DIN: 07196456)** induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

The Board of Directors accordingly recommends the **Ordinary Resolution** set out at Item No.3 of the Notice for the approval of the Members.

None of the Directors/Key Managerial Personnel or their relatives **Mr. Saideep Shantaram Bagale (DIN: 07196456)** is concerned or interested financially or otherwise is in the said Resolution. Information Pertaining to Director seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as separate annexure to this notice.

### **Item No.4:**

The Board recommends their solution set out at Item No.4 of the Notice for approval of the Members by way of an Ordinary Resolution. Appointment of **Mr. Deepak Kumar, (DIN: 09292428)** as an Independent Director of the company for a term of five years. **Mr. Deepak Kumar, (DIN: 09292428)**. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be appointed for a term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such appointment in the Board's Report.

The Company has received necessary declaration(s) from **Mr. Deepak Kumar, (DIN:09292428)** confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations). **Mr. Deepak Kumar, (DIN:09292428)** is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company. Mr. Deepak Kumar has done Graduation in Bachelor of Arts from University Delhi. He has over 19 years of experience in sales & administration and monitoring/supervising the sales & marketing activities. A strong communication skilled with government and private agencies.

In the opinion of the Nomination and Remuneration committee and the Board, **Mr. Deepak Kumar, (DIN: 09292428)** fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

None of the Directors/Key Managerial Personnel or their relatives except **Mr. Deepak Kumar, (DIN: 09292428)** is concerned or interested financially or otherwise is in the said Resolution. Information Pertaining to Director seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as separate annexure to this notice.

The Board of Directors accordingly recommends the **Ordinary Resolution** set out at Item No.4 of the Notice for the approval of the Members.

#### Item No. 5:

To ensure stability of supplies in terms of quality and project related assignments, your Company proposes to enter into transaction(s) with following parties related parties. The description of the transaction and proposed value.

**Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with the Company are as follows:**

Sr. No.	Particulars	Details	Details	Details	Details	Details	Details
1	Name (s) of the related party & nature of relationship	<b>Garuda Construction and Engineering Private Limited,</b> Director of the Company	<b>Electro Force (India) Private Limited,</b> Director of the Company /Share	<b>Ayespe a Holdings and Investments Private Limited,</b> Director of the Company	<b>P.K. Hospitality Services Private Limited,</b> Director of the Company is a Director/Shareholder of	<b>Artemis Opto Electronic Technologies Private Limited</b> Director of the Company is a Director/Share	<b>Magnolia Buildcon Private Limited</b> Director of the Company is a Director

		Director /Share holder of the Related Party	holder of the Related Party	Director /Share holder of the Related Party	the Related Party	reholder of the Related Party	/Share holder of the Related Party
2	Nature of contracts/arrangements/transaction	Sales and purchase of goods and services	Sales and purchase of goods and services	Advances or Loan taken/ Given	Sales and purchase of goods and services or reimbursement of expenses.	Sales and purchase of goods and services or reimbursement of expenses.	Sales and purchase of goods and services
3	Duration of the contracts/arrangements/transaction	36 months (starting from 1 <sup>st</sup> May 2022 to 30 <sup>th</sup> April 2025)	36 months (starting from 1 <sup>st</sup> May 2022 to 30 <sup>th</sup> April 2025)	36 months (starting from 1 <sup>st</sup> May 2022 to 30 <sup>th</sup> April 2025)	36 months (starting from 1 <sup>st</sup> May 2022 to 30 <sup>th</sup> April 2025)	36 months (starting from 1 <sup>st</sup> May 2022 to 30 <sup>th</sup> April 2025)	36 months (starting from 1 <sup>st</sup> May 2022 to 30 <sup>th</sup> April 2025)
4	Salient terms of the contracts or arrangements or transaction including the value, if any	EPC and other allied contract value up to Rs.200 crore in 36 months	General Sales and purchase of goods, including capital goods and fixed assets of contract value up to Rs.120 crore in 36 months	Advances or Loan taken/ Given up to Rs.30 crore in 36 months	General Sales and purchase of goods, of contract value up to Rs.10 crore in 36 months	General Sales and purchase of goods, of contract value up to Rs.10 crore in 36 months	General Sales and purchase of goods, of contract value up to Rs.100 crore in 36 months
5	Date of approval by the Board	27 <sup>th</sup> August 2021	27 <sup>th</sup> August 2021	27 <sup>th</sup> August 2021	27 <sup>th</sup> August 2021	27 <sup>th</sup> August 2021	27 <sup>th</sup> August 2021
6	Amount paid as advances, if any	NA	NA	NA	NA	NA	NA

None of the Directors/Key Managerial Personnel or their relatives except their direct or indirect holding or directorship in the Company is concerned or interested financially or otherwise in the said Resolution. Information Pertaining to Director seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as separate annexure to this notice

The Board of Directors accordingly recommends the **Ordinary Resolution** set out at Item No.5 of the Notice for the approval of the Members.

**Item No. 6:**

The Lithium-Ion Battery, a rechargeable battery, is an advanced battery technology that uses Lithium Ions as a major component of its electrochemistry. Li-ion battery is capable of having a very high voltage and charge storage per unit mass and unit volume compared to other batteries. Lithium-Ion Battery exhibit features such as low self-discharge, high energy density, and extending lifetime with improved charging speed. It widely finds its application in electronic consumer devices such as laptops, PDAs, iPods, cell phones, automotive, military, and aerospace industries, and others. Lithium-Ion is a rechargeable battery and is used across all electronic devices. Among all electronic devices, the smart phones & tablets/PCs segment is expected to dominate the market.

Further, Due to its small size (third only to hydrogen and helium), it is widely used in the automobile industries to manufacture electric vehicles as well in the consumer electronics market to produce smart phones and other smart devices. Its heavy power capacity makes it useful in industrial applications such as power tools. The growing market of consumer electronics and smart phones is likely to drive the need for batteries with high power capacity enabling devices to run for long hours and, at the same time, giving an optimum device experience.

Further, your Company wishes to install the lithium-ion battery project to expand your company business horizon and achieve greater heights in terms of revenue. Your management has done research on the said project and finds "M/s. Electro force (India) Private Limited" competent to adapt for the said project assignment. Thus, I it is appropriate to enter into transaction with M/s. Electro force (India) Private Limited" for the ". The description of the transaction and proposed value. **Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with the Company are as follows:**

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	<b>Electro Force (India) Private Limited,</b> Director of the Company is a Director/Share holder of the Related Party
b)	the nature, duration of the contract and particulars of the contract or arrangement;	transfer of Technology of Lithium Ion and setting up cells project and allied work on such terms and conditions as the Board of Director

c)	the material terms of the contract or arrangement including the value, if	transfer of Technology of Lithium Ion and setting up cells project and allied work on such terms and conditions as the Board of Director, Approx. Rs.120.00 Crores/-
d)	any advance paid or received for the contract or arrangement, if any;	NA
e)	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Pricing shall be identified by the Independent Agency or Board (or its committee) as mutually agreed.
f)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all the factors have been considered, however Independent Agency may be appointed to determine the other factors
g)	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information has been stated hereinabove

None of the Directors/Key Managerial Personnel or their relatives except their direct or indirect holding or directorship in the Company is concerned or interested financially or otherwise in the said Resolution. Information Pertaining to Director seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as separate annexure to this notice

The Board of Directors accordingly recommends the **Ordinary Resolution** set out at Item No.6 of the Notice for the approval of the Members.

In pursuance to the provisions of Regulation 36 (3) of the Listing Regulations and SS-2 issued by the ICSI, details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	Mr. Shiv Kumar Singh	Mr. Saideep Shantaram Bagale	Mr. Deepak Kumar,
DIN	07203370	07196456	09292428
Date of Birth (Age)	01-05-1968 (52 years)	20-04-1985 (35 years)	27-07-1975 (45years)
Nationality	Indian	Indian	Indian
Date of Appointment Director	28 <sup>th</sup> December 2018	2 <sup>nd</sup> April 2021 as Additional Director,	24 <sup>th</sup> September 2021
Designation	Whole time Director	Non-Executive Director	Non- Executive Director, Independent Director

<b>Expertise</b> (including justification for appointment / re-appointment)	Experience of More than three Decade in the area of Finance and Accounting.	Experience of more than 10 years in the field of management and administration	Experience of more than 4 decade in business administrating, management and Insurance.
<b>Number of Meetings of the Board attended during the year</b>	As mentioned in Corporate Governance Report	NA (appointed in FY 2021-22)	NA
<b>Shareholding in the Company</b> (Equity Shares of Rs. 10/-each)	177036	NIL	NIL
<b>List of Chairmanship(s) and membership of various committees</b>	Mr. Singh holds following position in Artemis Electricals And Projects Limited (Formerly known as Artemis Electricals Limited):  1. Member of Nomination & Remuneration Committee. 2. Member of CSR committee	None in FY 2020-21	NONE
<b>Names of listed entities in which the person also holds the directorship and</b>	None	None	None
<b>Relationship with Directors of the Company</b>	None	None	None
<b>List of Directorship held in other Companies</b>	<ul style="list-style-type: none"> <li>• Eternal Infra Private Limited</li> <li>• Garuda Consumer Ventures Limited</li> <li>• Artemis Greenpower Private Limited</li> <li>• Garuda Urban Remedies Limited</li> <li>• Halaipani</li> </ul>	<ul style="list-style-type: none"> <li>• Mystery Towers Private Limited</li> </ul>	None

	Hydro Project Private Limited		
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\*Only Audit, Nomination & Remuneration, CSR and Stakeholder Relationship Committee considered for this purpose

**Date: 27<sup>th</sup> August, 2021**  
**Place: Mumbai**

**By Order of Board of Directors**  
**Artemis Electricals and Projects Limited**  
**(Formerly Known as Artemis Electricals Limited)**

**Sd/-**  
**Shiv Kumar Singh**  
**Whole time Director and Chief Financial Officer**