



**NOTICE OF
4th ANNUAL
GENERAL
MEETING
2022**

NOTICE OF 4TH ANNUAL GENERAL MEETING

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

ELECTRONICS MART INDIA LIMITED

CIN: U52605TG2018PLC126593

Registered Office: 6-1-91, Shop No. 10, Ground Floor,

Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad – 500004

Website: www.electronicmartindia.com | Email: cs@bajajelectronics.in

Notice is hereby given that the 4th (Fourth) Annual General Meeting (“AGM/Meeting”) of the members of Electronics Mart India Limited (the “Company”) will be held on Monday, 30th May, 2022 at 12.30 P.M.(IST) through video conferencing (“VC”) / other Audio Visual means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

- To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended 31st March, 2022, together with the Board’s Report and the Auditor’s Reports thereon.
- To receive, consider and adopt the Audited Consolidated Financial Statements of the company for the financial year ended 31st March, 2022, together with the Auditor’s Reports thereon.

2. Re-appointment of a Director

To appoint a director in place of Mr. Karan Bajaj (DIN: 07899639) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mrs. Jyotsna Angara (DIN: 07224004), 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 Mrs. Jyotsna Angara (DIN: 07224004), who was appointed as an Additional Director on the recommendation of Nomination and

Remuneration Committee, and holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a member under the provision of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director.

Resolved further that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Jyotsna Angara be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for Five (5) consecutive years with effect from 14th May, 2022 and the period of office of Mrs. Jyotsna Angara shall not be liable to be determined by retirement by rotation.

Resolved further that the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”.

By order of the Board of Directors
For **Electronics Mart India Limited**

Date: 26.05.2022
Place: Hyderabad

Rajiv Kumar
Company Secretary
M. No. A42082

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Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", Circular no. 19/2021 dated December 8, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", Circular no. 21/2021 dated December 14, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2022 dated May 05, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars").

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

1. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered.
2. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.electronicmartindia.com. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:
 1. The Company will provide VC / OAVM facility to its members for participating at the AGM.
 2. Members will be able to attend the AGM through VC / OAVM at meet.google.com/txi-whvt-wwc
 3. Members who would like to express their views or ask questions during the AGM may register themselves by sending an email at cs@bajajelectronics.in.
 4. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

1. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to cs@bajajelectronics.in

By order of the Board of Directors
For **Electronics Mart India Limited**

Rajiv Kumar
Company Secretary
M. No. A42082

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EXPLANATORY STATEMENT

Item No. 3

The Board of Directors of company, on the recommendation of Nomination and Remuneration Committee meeting held on April 3, 2022 approved the appointment of Mrs. Jyotsna Angara (DIN: 07224004) as an Additional Director of the Company in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) years i.e., from 14th May, 2022 to 13th May, 2027, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mrs. Jyotsna Angara shall hold office up to the date of this AGM and is eligible to be appointed as Director. The Company has received declarations in Form DIR-2 and DIR-8 from Mrs. Jyotsna Angara to the effect that she meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Mrs. Jyotsna Angara fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and she is independent of the management of the Company. Mrs. Jyotsna Angara is not debarred from holding the office of Director pursuant to any SEBI Order.

Mrs. Jyotsna Angara is holding Bachelor of Psychology and Sociology from Osmania University, Hyderabad

Mrs. Jyotsna Angara is currently associated with following organizations: -

- Governing Body Member, FICCI FLO
- Governing Council Member Sharada Vidyalaya Group of Educational Institutions
- Exc. Council Member Cyberabad Security Council, Telangana
- ICC & POSH Committee member, Government of Telangana.

Details of Directors seeking appointment/re-appointment at the 4th Annual General Meeting to be held on 30th, May, 2022

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting]

| Name of the Director | Karan Bajaj | Jyotsna Angara |
|---|---|---|
| Date of Birth | 20/03/1987 | 17/01/1961 |
| Age | 35 Years | 61 Years |
| Date of Appointment | 01/10/2018 | – |
| Relationship with Directors and Key Managerial Personnel | Karan Bajaj is Son of Mr. Pavan Kumar Bajaj and Spouse of Mrs. Astha Bajaj | None |
| Qualification(s) and Experience | Bachelor's degree in commerce from Osmania University and holds a post graduate diploma in international management from University of Strathclyde. He has over 10 years of experience in retail business management. | Bachelor of Psychology and Sociology and having vast experience. IT, Nutraceuticals, Retail, Sports, Healthcare and Social Enterprises. |
| Number of Equity shares held in the company as on 31 st March 2022 | 147,878,566 | - |

Brief profile of Directors seeking appointment/re-appointment at the 4th Annual General Meeting to be held on 30th May, 2022

- I. Karan Bajaj is the Chief Executive Officer and Whole-time Director of the Company. He is serving as CEO and Whole Time Director since 1st October 2018. He is also member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management committee of the company. He holds a bachelor's degree in commerce from Osmania University and holds a post graduate diploma in international management from University of Strathclyde. He has over 10 years of experience in retail business management.
- ii. Jyotsna Angara holds a bachelor's degree in Arts from, Osmania University. She has also completed an online non-credit course on Introduction to the Non-Profit Sector, Non-Profit Organizations, Non-Profit Leadership and Governance from The State University of New York. She has qualified the online proficiency self assessment test for Independent. She is also a member of the Institute of Directors, India.

Mrs. Jyotsna Angara is currently associated with following organizations: -

- Governing Body Member, FICCI FLO
- Governing Council Member Sharada Vidyalaya Group of Educational Institutions
- Exc. Council Member Cyberabad Security Council, Telangana
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