

NOTICE

ELECTRONICS MART INDIA LIMITED

CIN: L52605TG2018PLC126593

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

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

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

NOTICE OF 05TH ANNUAL GENERAL MEETING

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

Dear Members,

Notice is hereby given that the 05th Annual General Meeting (“AGM/ Meeting”) of the members of Electronics Mart India Limited (the “Company”) will be held on Wednesday, 23rd August 2023 at 12:30 PM through the Video Conference (“VC”) / other Audio-Visual Means (“OAVM”) to transact the following items of the business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

- a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023, together with the Board’s Report and Auditor’s Reports thereon.
- b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023, together with Auditor’s Reports thereon.

2. Appointment of Mrs Astha Bajaj (DIN: 07899784) as a Director, who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. Approval for the re-appointment of and remuneration payable to Mr Pavan Kumar Bajaj (DIN: 07899635) as “Managing Director” of the Company for a period of 05 (five) w.e.f. 01st October 2023.

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

“Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to re-appoint Mr Pavan Kumar Bajaj (DIN: 07899635) as the Managing Director of the Company for a further period of 05 (five) years with effect from 01st October 2023 to 30th September 2028 (both days inclusive), on the following terms and conditions including

remuneration with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as may be agreed to between the Board of Directors and Mr Pavan Kumar Bajaj or as may be varied in the General Meeting, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof: -

- i. **Annual Salary** – ₹ 22 Million per annum to be paid monthly. The annual salary shall be divided into components per the Company’s rules.
- ii. **Annual Performance Bonus** – Bonus not exceeding 1% of the Company’s net profit calculated as per the Companies Act, 2013, on the recommendation of the Nomination and Remuneration Committee and approval of the Board.
- iii. **Perquisites** – The Company shall provide a rent-free Residential Accommodation (fully furnished) bearing the cost of repairs, maintenance, society charges, and utilities for the said accommodation and car with chauffeur as per the norms of the Company.
- iv. **Medical reimbursement** - Reimbursement of actual medical expenses incurred, whether in India or abroad, for self and family as per the norms of the Company.
- v. **Other Perquisites and Facilities** – as per the norms of the Company.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and to authorise any of the Directors and/ or key managerial personnel of the Company to take necessary actions on behalf of the Company in this regard.”

4. Approval for the re-appointment of and remuneration payable to Mr Karan Bajaj (DIN: 07899639) as **Whole-time Director of the Company for a period of 05 (five) w.e.f. 01st October 2023, designated as “Chief Executive Officer”.**

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

“Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to re-appoint Mr Karan Bajaj (DIN: 07899639) as the Whole time Director designated as “Chief Executive Officer” of the Company for a further period of five years with effect from 01st October 2023 to 30th September 2028 (both days inclusive), on the following terms and conditions including remuneration with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as may be agreed to between the Board of Directors and Mr. Karan Bajaj or as may be varied in the General Meeting, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof:

- i. **Annual Salary** – ₹ 24 Million per annum to be paid monthly. The annual salary shall be divided into components per the Company’s rules.
- ii. **Annual Performance Bonus** – Bonus not exceeding 1% of the Company’s net profit calculated as per the Companies Act, 2013, on the recommendation of the Nomination and Remuneration Committee and approval of the Board.
- iii. **Perquisites** – The Company shall provide a rent-free Residential Accommodation (fully furnished) bearing the cost of repairs, maintenance, society charges, and utilities for the said accommodation and car with chauffeur as per the norms of the Company.
- iv. **Medical reimbursement** - Reimbursement of actual medical expenses incurred, whether in India or aboard, for self and family as per the norms of the Company.
- v. **Other Perquisites and Facilities** – as per the norms of the Company.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and to authorise any of the Directors and/or key managerial personnel of the Company to take necessary actions on behalf of the Company in this regard.”

5. **Approval for the re-appointment of and remuneration payable to Mrs Astha Bajaj (DIN: 07899784) as Whole-time Director of the Company for a period of 05 (five) w.e.f. 01st October 2023, designated as “Executive Director”.**

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

“Resolved That pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, along with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to re-appoint Mrs Astha Bajaj (DIN:07899784) as Whole- time Director designated as “Executive Director” of the Company for a further period of five years with effect from 01st October 2023 to 30th September 2028 (both days inclusive), on the following terms and conditions including remuneration with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as may be agreed to between the Board of Directors and Mrs. Astha Bajaj or as may be varied in the General Meeting, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof:

- i. **Annual Salary** – ₹ 15 Million per annum to be paid monthly. The annual salary shall be divided into components per the Company’s rules.
- ii. **Perquisites** – The Company shall provide a rent-free Residential Accommodation (fully furnished) bearing the cost of repairs, maintenance, society charges, and utilities for the said accommodation and car with chauffeur as per the norms of the Company.
- iii. **Medical reimbursement** - Reimbursement of actual medical expenses incurred, whether in India or aboard, for self and family as per the norms of the Company.
- iv. **Other Perquisites and Facilities** – as per the norms of the Company.

“Resolved Further That the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. **Approval for the re-appointment of Mr Mirza Ghulam Muhammad Baig (DIN: 08281763) as an Independent Director for a second term of 05 (five) consecutive years.**

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, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, and on the recommendation of the Nomination and Remuneration Committee and on the approval of the Board of Directors, Mr Mirza Ghulam Muhammad Baig (DIN: 08281763), Independent Director of the Company, who gave consent for re-appointment and submitted a declaration to the Company that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of 05 (five) consecutive years commencing from 03rd December 2023 to 02nd December 2028 (both days inclusive).

Resolved Further That the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and to authorise any of the Directors and/or key managerial personnel of the Company to take necessary actions on behalf of the Company in this regard.”

7. Approval for the appointment of Col. Gurdeep Singh (Retd.) (DIN: 07499896) as Independent Director for a term of 05 (five) consecutive years.

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

“Resolved that Col. Gurdeep Singh (Retd.) (DIN: 07499896), who was appointed as an Additional Director of the Company under the Independent Category with effect from 26th July 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 111 of the Articles of Associations of the Company, and who is eligible for the appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

Resolved further that pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Col. Gurdeep Singh(Retd.) (DIN: 07499896) as an Additional Director under the Independent Capacity of the Company with effect from 26th July 2023, who has submitted a declaration that he meets the criteria for the independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of 05(five) years with effect from 26th July 2023 to 25th July 2028 (both days inclusive).

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and to authorise any of the Directors and/or key managerial personnel of the Company to take necessary actions on behalf of the Company in this regard.”

8. Approval for maintenance of Registers of Members, other Statutory Registers, and annual returns at a place other than the Registered office of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Section 94 (1) and other applicable provisions of the Companies Act, 2013 (‘Act’) and rules framed thereunder, consent of the members be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture holders, the Index of Members / Debentures holders if any, required to be maintained under section 88 of the Act, at the office of the Registrar and Share Transfer Agent of the Company, i.e., **KFin Technologies Limited** at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500032 and to keep and maintain copies of the annual returns which the Company require to file and maintain under the Section 92 of the Act, **Corporate Office** of the Company at 6-3-666/A1 to 7, 3rd and 4th Floors, Opp. NIMS Hospital, Punjagutta, Main Road, Hyderabad – 500082 instead of Registered Office of the Company.”

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

Rajiv Kumar

Company Secretary

M. No. A42082

Date: 26th July 2023

Place: Hyderabad

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NOTES:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013, in respect of the special business of the Company is appended and forms part of the Notice.
2. Profile of Mrs Astha Bajaj (DIN: 07899784), who is being re-appointed as Whole-time Director, annexed to Notice and Report on Corporate Governance.
3. The Ministry of Corporate Affairs (“MCA”) vide its Circular dated 05th May 2020, read with Circulars dated 08th April 2020, 13th April 2020, 13th January 2021, 14th December 2021, 05th May 2022 and 28th December 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May 2022, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05th January 2023 has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 05th AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) hereinafter called as “e- AGM”.

e-AGM: The Company has appointed KFin Technologies Limited (KFinTech), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the circulars on the VC / OAVM (e-AGM), members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). The Physical attendance of the Members at the Meeting venue is not required. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip, including Route Map, are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to acs.vinod@gmail.com with a copy marked to cs@bajajelectronics.in.
6. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialised form with effect from, 01st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company’s Registrars and Transfer Agents, KFin Technologies Limited.
7. In line with the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 05th May 2020, read with Circulars dated 08th April 2020, 13th April 2020, 13th January 2021, 14th December 2021, 05th May 2022 and 28th December 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05th January 2023, the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at <https://investors.electronicmartindia.com/notices>. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at <https://www.nseindia.com/> and BSE Limited at <https://www.bseindia.com> respectively. The Notice and Annual Report are also available on e-voting agency KFin Technologies Limited’s website at <https://e voting.kfintech.com>.
8. The Annual Report for the Financial year ended 31st March 2023 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), owing to the difficulties involved in dispatching of physical copies of the financial statements including Board’s Report, Auditor’s Report or other documents required to be attached therewith (together referred to as Annual Report).
9. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialised form may contact their respective depository participant(s) for recording nomination in respect of their shares.
12. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company. In case of joint holders, the Member whose name appears as the first holder in the order

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of names as per the Register of Members of the Company will be entitled to vote at the AGM.

17. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:

1. **Attending the e-AGM:** Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP-based login for logging into the e-voting system.
2. Members are encouraged to join the Meeting through Laptops with Google Chrome for a better experience.
3. Further, Members will be required to allow a Camera, if any, and hence use the Internet at a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspots may experience Audio/Video loss due to fluctuations in their respective network. Therefore, Stable Wi-Fi or LAN Connection is recommended to mitigate any aforesaid glitches.
5. Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.
6. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
7. **Submission of Questions/queries prior to e-AGM:**

Members desiring any additional information with regard to Accounts/Annual Reports or having any questions or queries are requested to write to the Company Secretary on the Company's investor email- id, i.e., cs@bajajelectronics.in between 18th August 2023 (09.00 Hours IST) to 21st August 2023 (17.00 Hours IST), so as to enable the Management to keep the information ready. Please note that members' questions will be answered only if they continue to hold the shares as of the cut-off date. Alternatively, members holding shares as on the cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here"

to post their queries/views/questions in the window provided by mentioning their name, demat account number/folio number, email ID, mobile number.

8. Speaker Registration before e-AGM: Shareholders who wish to register as speakers at the AGM are requested to visit <https://emeetings.kfintech.com> and register themselves between 18th August 2023 (09.00 Hours IST) to 21st August 2023 (17.00 Hours IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Facility of joining the AGM through VC / OAVM shall be available to 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, and Auditors are not restricted on first come first served basis.
10. Members who need technical assistance before or during the AGM can contact KFinTech at <https://evoting.kfintech.com/>.

INSTRUCTIONS FOR E-VOTING:

In terms of the provisions of Sections 108 and 109 of the Companies Act, 2013 (the Act) read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through the electronic voting system to members holding shares as on 17th August 2023 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process both remote e-voting and e-voting during e-AGM.

The remote e-Voting period commences on Sunday, 20th August 2023, at 9.00 a.m. (IST) and ends on Tuesday, 22nd August 2023, at 5.00 p.m. (IST). KFin shall disable the remote e-voting module for voting thereafter. The Members whose names appear in the Register of Members/Beneficial Owners as of the cut-off date, i.e., 17th August 2023, may vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date.

The procedure and instructions for e-voting are as follows:

Step 1:

Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 2

Access to Depositories e-Voting system in case of individual

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shareholders holding shares in demat mode.

Details on Step 1 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KPfintech which will include details of the e-Voting Event Number (EVEN), USER ID, and password. They will have to follow the following process:

- A. Launch the internet browser by typing the URL: <https://evoting.kfintech.com>.
- B. Enter the login credentials provided in the email and click on Login.
- C. Password change menu appears when you log in for the first time with a default password. You will be required to change the default password mandatorily.
- D. The new password should comprise a minimum of 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9), and a special character (@,#, \$, etc.).
- E. If prompted, Update your contact details like mobile number, email address, etc. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- F. Login again with the new credentials.
- G. On successful login, the system will prompt you to select the “EVENT”, i.e., “Electronics Mart India Limited.”

Details on Step 2 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.III. On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-Voting”.IV. Click on the Company name or e-Voting service provider, and you will be redirected to the e-Voting service provider’s website for casting a vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register, click on the link: https://eservices.nsdl.comII. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow the steps given in point no.1

- H. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- I. Members holding multiple folios may choose to vote differently for each folio/ demat account.
- J. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking “SUBMIT”.
- K. Corporate/institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc., together with an attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘EMIL_EVENT’ No. 7365.
- L. In case of any queries/grievances, you may refer to the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin at 1800 – 309 - 4001 (Toll-Free).

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Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login”, which is available under the ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP, and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., KFintech.</p> <p>V. On successful selection, you will be redirected to the KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi.</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links to ESP, i.e., KFintech e-Voting portal.</p> <p>V. Click on the e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL.</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your Demat Account Number and PAN No.</p> <p>III. System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>IV. After successful authentication, the user will be provided links for the respective ESP, i.e., KFintech, where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also log in using the login credentials of your demat account through your DP registered with NSDL / CDSL for the e-Voting facility.</p> <p>II. Once logged in, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see the e-Voting feature.</p> <p>III. Click on options available against the Company name or e-Voting service provider – KFintech. You will be redirected to the e-Voting website of KFintech to cast your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password options available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please get in touch with the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at toll-free no: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please get in touch with the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at 022 - 2305 8738 or 022 -2305 8542 / 43

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Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:

Visit the link: AGM/EGM – Mobile & Email Registration <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- A. Select the Company name, i.e., ELECTRONICS MART INDIA LIMITED
- B. Select the Holding type from the drop-down i.e., NSDL / CDSL / Physical
- C. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- D. If PAN details are unavailable in the system, the system will prompt you to upload a self-attested copy of the PAN card for updating records.
- E. In case shares are held in physical form, and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- F. Enter the email address and mobile number.
- G. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as the email address for validation.
- H. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- I. The Notice and e-voting instructions, along with the User ID and Password, will be sent to the email address updated by the member.
- J. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with the scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- K. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently so that all communications are received by them in electronic form.
- L. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800- 309-4001.

INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE E-AGM SESSION:

1. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. E-voting during the AGM is integrated with the VC platform, and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
3. Members/shareholders attending the e-AGM through Video Conference and who are yet to cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through the e-voting system available during the e-AGM.
4. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM. However, they shall not be allowed to cast their vote again during the e-AGM.

GENERAL INFORMATION:

1. The Company's equity shares are Listed at the National Stock Exchange of India Limited, Exchange Plaza, Plot No: C/1, G Block, Bandra Kurla Complex- Bandra(E), Mumbai - 400051 and BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India, and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2022-23.
2. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Electronics Mart India Limited), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy - 500032, Telangana, India.
3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder, and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.
2. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings, details in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are separately annexed hereto. Directors seeking appointment / re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013, including rules framed thereunder.

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

Date: 26th July 2023
Place: Hyderabad

Rajiv Kumar
Company Secretary
M. No. A42082

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**ITEM NO. 3**

Mr Pavan Kumar Bajaj was appointed as the Managing Director of the Company for five years, effective 01st October 2018 to 30th September 2023, and the members approved the appointment at the Extra Ordinary General Meeting of the Company held on 23rd October 2018. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on 26th July 2023, re-appointed Mr Pavan Kumar Bajaj as the Managing Director for a further period of 05 (Five) years with effect from 01st October 2023 to 30th September 2028 subject to the approval of the members of the Company at the ensuing Annual General Meeting.

Members' approval is sought for the appointment and remuneration payable to Mr Pavan Kumar Bajaj with the terms and conditions as mentioned below: -

I. Period:

05 (Five) years with effect from 01st October 2023 till 30th September 2028 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

II. Remuneration for the above-mentioned period

- i. **Annual Salary** – ₹ 22 Million per annum to be paid monthly. The annual salary shall be divided into components per the Company's rules.
- ii. **Annual Performance Bonus** – Bonus not exceeding 1% of the Company's net profit calculated as per the Companies Act, 2013, on the recommendation of the Nomination and Remuneration Committee and approval of the Board.
- iii. **Perquisites** – The Company shall provide a rent-free Residential Accommodation (fully furnished) bearing the cost of repairs, maintenance, society charges, and utilities for the said accommodation and car with chauffeur as per the norms of the Company.
- iv. **Medical reimbursement** - Reimbursement of actual medical expenses incurred, whether in India or abroad, for self and family as per the norms of the Company.
- v. **Other Perquisites and Facilities** – as per the norms of the Company.

Mr Pavan Kumar Bajaj satisfies all the conditions set out in Part - I of Schedule V to the Act and conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr Pavan Kumar Bajaj has vast experience in managing the Company's business affairs and in view of his indispensable position & increased responsibilities in Managing the Whole of the Affairs of the Company. Under the dynamic leadership and able guidance of Mr Pavan Kumar Bajaj, your Company has been growing exponentially over the past few years. This growth, to a large extent, is attributable to the incessant hard work and dedication of Mr Pavan Kumar Bajaj. As the Managing Director of the Company, his contribution is immense and has been instrumental in the growth of the Company both in terms of revenue and profits. His passion for innovation and commitment to excellence has been instrumental in establishing your Company as a trusted destination for consumers seeking high-quality electronic products. He has fostered a culture of customer-centricity within the organisation, emphasizing the importance of personalised service, product knowledge, and after-sales support.

As the founder and promoter of the Company, Mr Pavan Kumar Bajaj deeply understands the Company's vision, mission, and long-term goals. His vision and leadership skills are instrumental in guiding the organisation and ensuring alignment with its core values. The promoter's continued involvement can help maintain the strategic direction and preserve the Company's unique identity.

Over the course of building the business, he developed a strong relationship and network with various reputed Financial Institutions, Brands, and OEMs. These connections can facilitate strategic partnerships, collaborations, and access to resources such as funding, suppliers, and distribution channels. Leveraging these networks can provide the Company with a competitive advantage and open doors to new opportunities.

He possesses a unique ability to foster innovation, adapt quickly to changing market conditions, and identify new growth avenues. The Company can tap into this entrepreneurial energy by reappointing him and maintaining its innovative culture.

His reappointment can instill confidence among various stakeholders, including employees, investors, customers, and partners. Stakeholders trust his leadership greatly, which can steer the Company toward continued growth and profitability.

He has an intimate knowledge of the Company's history that can be invaluable in making strategic decisions, avoiding unviable steps, and capitalising on past achievements.

The additional details of Mr Pavan Kumar Bajaj, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure A forming part of this Notice.

Mr Pavan Kumar Bajaj, being the appointee, Mr Karan Bajaj, being his son, and Mrs Astha Bajaj, being his daughter-in-law and their

NOTICE (Contd.)

relatives, are interested in the said resolution set out at Item No. 3 in the Notice.

Your Board recommends the passing of the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders in the interest of the Company.

ITEM NO. 4

Mr Karan Bajaj was appointed as the Whole-time Director of the Company for a period of 05 (five) years, effective 01st October 2018 to 30th September 2023, and the said appointment was approved by the members at the Extra Ordinary General Meeting of the Company held on 23rd October 2018. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on 26th July 2023, re-appointed Mr Karan Bajaj (DIN: 07899639) as Whole-time Director, liable to retire by rotation, for a further period of 05 (Five) Years with effect from 01st October 2023 to 30th September 2028 subject to the approval of the Shareholders of the Company at the ensuing Annual General Meeting. The Company has received from Mr Karan Bajaj his consent to act as the Whole-time Director of the Company in Form DIR-2 and the declaration that he is not disqualified for being appointed as a Director in Form DIR-8. The Board, while re-appointing Mr Karan Bajaj as Whole-time Executive Director of the Company, considered his background, experience, and contributions to the Company.

Members' approval is sought for the appointment and remuneration payable to Mr Karan Bajaj with the terms and conditions as mentioned below: -

I. Period:

05 (Five) years with effect from 01st October 2023 till 30th September 2028 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

II. Remuneration for the above-mentioned period

- i. **Annual Salary** – ₹ 24 Million per annum to be paid monthly. The annual salary shall be divided into components per the Company's rules.
- ii. **Annual Performance Bonus** – Bonus not exceeding 1% of the Company's net profit calculated as per the Companies Act, 2013, on the recommendation of the Nomination and Remuneration Committee and approval of the Board.
- iii. **Perquisites** – The Company shall provide a rent-free Residential Accommodation (fully furnished) bearing the cost of repairs, maintenance, society charges, and utilities for the said accommodation and car with chauffeur as per the norms of the Company.
- iv. **Medical reimbursement** - Reimbursement of actual

medical expenses incurred, whether in India or abroad, for self and family as per the norms of the Company.

- v. **Other Perquisites and Facilities** – as per the norms of the Company.

Mr Karan Bajaj satisfies all the conditions set out in Part - I of Schedule V to the Act and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr Karan Bajaj is a dynamic and visionary leader with extensive experience in the retail industry, specifically in the consumer electronics sector. As the CEO of Electronics Mart, a leading consumer electronics retailer, Karan has played a crucial role in driving the Company's growth, innovation, and customer-centric approach. With a deep understanding of the ever-evolving consumer electronics market, Karan has successfully positioned Electronics Mart as a trusted destination for cutting-edge technology products. Under his leadership, the Company has consistently exceeded industry standards, achieving remarkable revenue growth and establishing a robust brand presence.

The additional details of Mr Karan Bajaj, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure - A** forming part of this Notice.

Mr Karan Bajaj, being the appointee, Mrs Astha Bajaj, being his spouse, and Mr Pavan Kumar Bajaj, being his father, and their relatives are interested in the said resolution set out at Item No. 4 in the Notice.

Your Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in item no. 4 of the notice in the interest of the Company.

ITEM NO. 5

Mrs Astha Bajaj was appointed as the Whole-time Director of the Company for a period of five years, effective 01st October 2018 to 30th September 2023, and the said appointment was approved by the Shareholders at the Extra Ordinary General Meeting of the Company held on 23rd October 2018. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on 26th July 2023, re-appointed Mrs Astha Bajaj as Whole-time Director, liable to retire by rotation for a further period of 5 (Five) years with effect from 01st October 2023 to 30th September 2028 subject to the approval of the Shareholders of the Company at the ensuing Annual General Meeting.

Members' approval is sought for the appointment and remuneration payable to Mrs Astha Bajaj with the terms and conditions as mentioned below: -

NOTICE (Contd.)

I. Period:

05 (Five) years with effect from 01st October 2023 till 30th September 2028 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

II. Remuneration for the above-mentioned period

- i. **Annual Salary** – ₹ 15 Million per annum to be paid monthly. The annual salary shall be divided into components per the Company's rules.
- ii. **Perquisites** – The Company shall provide a rent-free Residential Accommodation (fully furnished) bearing the cost of repairs, maintenance, society charges, and utilities for the said accommodation and car with chauffeur as per the norms of the Company.
- iii. **Medical reimbursement** - Reimbursement of actual medical expenses incurred, whether in India or abroad, for self and family as per the norms of the Company.
- iv. **Other Perquisites and Facilities** – as per the norms of the Company.

Mrs Astha Bajaj is a dynamic and accomplished leader with extensive experience in managing corporate social responsibility (CSR) projects and formulating corporate policies. With a deep commitment to sustainability, social impact, and ethical practices, Astha has consistently demonstrated a keen understanding of the interconnectedness between business success and responsible corporate citizenship. With a track record of driving positive change and fostering stakeholder engagement, she has impacted organisations and communities. Astha is a highly accomplished director with a distinguished career in corporate social responsibility and corporate policy management.

The additional details of Mrs Astha Bajaj, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in Annexure 3 forming part of this Notice.

Mrs Astha Bajaj, being the appointee, Mr Karan Bajaj, being her spouse, and Mr Pavan Kumar Bajaj, being her father-in-law, and their relatives, are interested in the said resolution set out at Item No. 5 in the Notice.

Your Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in item no. 5 of the notice in the interest of the Company.

ITEM NO. 6

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the members of the Company,

at the Adjourned Extra Ordinary General Meeting held 10th December 2018, appointed Mr Mirza Ghulam Muhammad Baig as an Independent Director of the Company, for a period of 05 (Five) years from 03rd December 2018 to 02nd December 2023 not liable to retire by rotation.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience, and contribution made by Mr Baig during the first term and based on his performance evaluation, approved his re-appointment as Independent Director for a second consecutive period of 05 (five) years effective 03rd December 2023 to 02nd December 2028 subject to the approval of members at this Annual General Meeting.

Mr Baig has consented for re-appointment as an Independent Director for the Second Term of 05 (five) consecutive years.

Further, the Company has received declarations from Mr Baig that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended.

Also, as per the confirmation received from him, he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr Baig has confirmed that he has registered himself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Mr Baig is independent of the Management.

Mr Baig has spent decades working in various roles and organisations, acquiring invaluable knowledge and insights. Such experience brings a unique perspective to the boardroom and contributes to effective decision-making.

His ability to analyse situations from different angles and draw upon his past experiences can be invaluable in strategic planning, tax compliance, and risk management.

The Brief profile of Mr Baig, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards on General Meetings (SS-2), is provided separately in Annexure A to this notice.

A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, is available on the Company's website, i.e., www.electronicmartindia.com.

Except Mr Baig, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out in Item No. 6.

The Board recommends the special resolution with respect to

NOTICE (Contd.)

the appointment of Mr Baig as an Independent Director of the Company, as set out in Item No. 6, for the approval of the members as a Special Resolution.

ITEM NO. 7

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board appointed Col. Gurdeep Singh (Retd.) as an Additional Director of the Company under Independent Category with effect from 26th July 2023 subject to the approval of the members of the Company at their 05th Annual General Meeting.

The Brief profile of Col. Gurdeep Singh (Retd.), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided separately in Annexure A to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, is available on the Company's website, i.e., www.electronicmartindia.com.

The Company received a notice in writing from a member proposing the candidature of Col. Gurdeep Singh (Retd.) to be appointed as a Director of the Company.

The Company has received a declaration from Col. Gurdeep Singh (Retd.) confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has also received Col. Gurdeep Singh (Retd.)'s consent to act as a Director in terms of section 152 of the Companies Act, 2013, and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Col. Gurdeep Singh (Retd.) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Col. Gurdeep Singh (Retd.)'s knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 26th July 2023.

Except for Col. Gurdeep Singh (Retd.), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 7.

The Board recommends the Special Resolution with respect to the appointment of Col. Gurdeep Singh (Retd.) as an Independent Director of the Company, as set out in Item No. 7, for the approval of the members as a Special Resolution.

ITEM NO.8

In accordance with Section 94 and other provisions of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014, certain documents such as the Registers and Indexes of Members and Debenture holders and certain other registers, certificates, documents, etc. ('Registers and Records'), are required to be kept at the Registered Office of the Company. However, these Registers and Records can be kept at any other place in India in which more than one-tenth of the total members entered in the register of members reside if approved by a Special Resolution passed at a general meeting of the Company.

KFin Technologies Limited was appointed as the Company's Registrar and Share Transfer Agent ('RTA'), who has been providing depository-related services for the shares held in demat mode and acting as a share transfer agent for the shares held in physical mode. Hence, the approval of the members is sought in terms of Section 94 (1) of the Act for keeping the registers under Section 88 of the Act at the premises of the RTA as stated in the Resolution.

Further, in the interest of operational and administrative convenience, it is proposed to maintain the copies of annual returns under Section 92 of the Act and copies of certificates and documents required to be annexed thereto at the Corporate Office of the Company as stated in the Resolution instead of Registered Office of the Company.

The Board recommends the special resolution set in Item No. 8 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way interested in the special resolution set out under the said Item No. 8 of the Notice.

NOTICE (Contd.)

ANNEXURE A

Details of Directors seeking appointment/re-appointment at the 5th Annual General Meeting to be held on 23rd August 2023

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Pavan Kumar Bajaj

Name of the Director	Pavan Kumar Bajaj
Date of Birth/Age	16 th October 1954 / 69 years
Date of First Appointment	10 th September 2018
Relationship with Directors and Key Managerial Personnel	Mr Pavan Kumar Bajaj is the father of Mr Karan Bajaj, Chief Executive Officer, and the father-in-law of Mrs Astha Bajaj, Executive Director.
Terms and Conditions of Appointment and Reappointment	Terms and conditions of appointment, including remuneration sought to be paid to him, are more particularly stated in the Explanatory Statement for Item No. 3 of this notice.
Remuneration sought to be paid	
Remuneration paid during the 2022-23	₹ 22 Million
No. of Board Meetings during the 2022-23	7 out of 7
List of other Companies in which Directorship is held	Cloudnine Retail Private Limited EMIL CSR Foundation
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	Audit Committee
Chairperson*/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Member/ Chairperson	Nil
Number of Equity shares held in the Company as 31 st March 2023	152,057,999
Brief Profile	Mr Pavan Kumar Bajaj is the founder, promoter, and Chairman & Managing Director of your Company. He appeared for the examination for a bachelor's degree in commerce held at Osmania University and has over 40 years of experience in the electronics consumer durables retail business.

Karan Bajaj

Name of the Director	Karan Bajaj
Date of Birth/Age	20 th March 1987 / 36 years
Date of First Appointment	10 th September 2018
Relationship with Directors and Key Managerial Personnel	Mr Karan Bajaj is the son of Mr Pavan Kumar Bajaj, Managing Director, and the spouse of Mrs Astha Bajaj, Executive Director.
Terms and Conditions of Appointment and Reappointment	Terms and conditions of appointment, including remuneration sought to be paid to him, are more particularly stated in the Explanatory Statement for Item No. 4 of this notice.
Remuneration sought to be paid	
Remuneration paid during the 2022-23	₹ 24 Million
No. of Board Meetings during the 2022-23	7 out of 7
List of other Companies in which Directorship is held	Cloudnine Retail Private Limited EMIL CSR Foundation
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	Finance Committee* Corporate Social Responsibility Committee Risk Management Committee Stakeholders Relationship Committee
Chairperson*/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Member/ Chairperson	Nil
Number of Equity shares held in the Company as 31 st March 2023	147,878,566
Brief Profile	Mr Karan Bajaj holds a bachelor's degree in commerce from Osmania University and a postgraduate diploma in international management from the University of Strathclyde. He has over 12 years of experience in retail business management.

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Astha Bajaj

Name of the Director	Astha Bajaj
Date of Birth/Age	28 th March 1990 / 33 years
Date of First Appointment	10 th September 2018
Relationship with Directors and Key Managerial Personnel	Mrs Astha Bajaj is the spouse of Mr Karan Bajaj, Chief Executive Officer, and the daughter-in-law of Mr Pavan Kumar Bajaj, Managing Director.
Terms and Conditions of Appointment and Reappointment	Terms and conditions of appointment, including remuneration sought to be paid to her, are more particularly stated in the Explanatory Statement for Item No. 5 of this notice.
Remuneration sought to be paid	
Remuneration paid during the 2022-23	₹ 15 Million
No. of Board Meetings during the 2022-23	6 out of 7
List of other Companies in which Directorship is held	Cloudnine Retail Private Limited EMIL CSR Foundation
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	Corporate Social Responsibility Committee* Stakeholders Relationship Committee
Chairperson*/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Member/ Chairperson	Nil
Number of Equity shares held in the Company as 31 st March 2023	13,278
Brief Profile	Mrs Astha Bajaj holds a bachelor's degree in science from Gujarat University and a master's in biochemistry from Nirma University. She has over six years of experience in business management.

Mirza Ghulam Muhammad Baig

Name of the Director	Mirza Ghulam Muhammad Baig
Date of Birth/Age	17 th July 1951 / 72 years
Date of First Appointment	03 rd December 2018
Relationship with Directors and Key Managerial Personnel	None
Terms and Conditions of Appointment and Reappointment	Proposed to be reappointed as an Independent Director for a second term of 05 (Five) consecutive year
Remuneration sought to be paid	Remuneration shall comprise sitting fees paid for attending the Board and Committee meetings
Remuneration paid during the 2022-23	₹ 1.75 Million was paid as sitting fees for attending the Board and Committee meetings.
No. of Board Meetings during the 2022-23	7 out of 7
List of other Companies in which Directorship is held	Nil
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	Nomination and Remuneration Committee* Risk Management Committee* Finance Committee
Chairperson*/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Member/ Chairperson	Nil
Skills and Capabilities	Tax Management Risk Management
Qualification	Master's degree in arts from Osmania University
Number of Equity shares held in the Company as 31 st March 2023	Nil
Brief Profile	<ul style="list-style-type: none"> Mr Baig has over 31 years of experience in tax administration and has served as a Deputy Commissioner. He was also associated with Deloitte Touch Tohmatsu India Private Limited in the capacity of a support consultant – revenue and tax administration from 2013 to 2015 for a project funded by the Department of International Development. He has also worked with the World Bank in the capacity of a short-term consultant in 2015.

NOTICE (Contd.)

Col. Gurdeep Singh (Retd.)

Name of the Director	Col. Gurdeep Singh (Retd.)
Date of Birth/Age	13 th April 1956 / 67 years
Date of First Appointment	Not applicable
Relationship with Directors and Key Managerial Personnel	None
Terms and Conditions of Appointment and Reappointment	Proposed to be appointed as an Independent Director for a period of 05 (Five) consecutive year
Remuneration sought to be paid	Remuneration shall comprise of sitting fees paid for attending the Board and Committee meetings
Remuneration paid during the 2022-23	Nil
No. of Board Meetings during the 2022-23	Not applicable
List of other Companies in which Directorship is held	Nil
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	Not applicable
Chairperson*/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Member/ Chairperson	Nil
Skills and Capabilities	<ul style="list-style-type: none"> • Team Building, Training & Leadership • PR/Media Management • Contract Negotiations • Supply Chain & Warehouse Management • Budget/Financial Management • Business Development & Strategy
Qualification	Bachelor of Arts from Osmania University
Number of Equity shares held in the Company as 31 st March 2023	Nil
Brief Profile	<ul style="list-style-type: none"> • More than 10 years of experience (post-release from the Indian Army) as the State Head (Head Operations) in PVT COY dealing with the defence, home ministries, PSUs, and Ordnance factories. • Worked for a short while (1992-1994) with the Bureau of Civil Aviation Security, Ministry of Civil Aviation, at Mumbai. • 28 years of rich experience in the largest Logistic echelon of the Indian Army Ordnance Corps, & have practical experience in Logistics Support, Supply Chain Management, Bomb Disposal, Arms and Ammunition Management and planning, Procurement & Materials Management, Inventory & Warehouse Management and so on. Public Relations, Budgeting, Operations & Security functions have been my forte all through. Opted for pre-mature release as a Director from Integrated head Quarters MIN of DEFENCE.



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