

# 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 06<sup>TH</sup> (SIXTH) ANNUAL GENERAL MEETING (PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Members,

Notice is hereby given that the 06<sup>th</sup> (Sixth) Annual General Meeting (“AGM”) of the members of Electronics Mart India Limited (the “Company”) will be held on Friday, 30<sup>th</sup> August 2024 at 12:30 P.M. through the Video Conference (“VC”) / other Audio-Visual Means (“OAVM”) to transact the following business items:

#### 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 on 31<sup>st</sup> March 2024 together with the Board’s Report and Auditor’s Report thereon.
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2024, together with the Auditor’s Report thereon.

- Appointment of Mr Karan Bajaj (DIN: 07899639) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

##### 3. Re-Appointment of Statutory Auditor

To consider and, if thought fit, to approve the re-appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for their second term of 04 (four) years and to approve, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 (“**the Act**”) read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the Consent of the Members be and is hereby accorded to re-appoint Walker Chandiok & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013) as the Statutory Auditors of the Company for the second term of four years to hold office from the conclusion of Sixth Annual General Meeting till the conclusion of the Tenth Annual General Meeting of the Company to be held in the calendar year of 2028, at such remuneration as may be decided by the Board of Directors (or any committee thereof) in consultation with the Statutory Auditors and out of pocket expenses incurred by them in connection with audit of Company’s accounts.

**Resolved further that** the Board of Directors be and is hereby authorized to do all such acts, deeds, things, matters and to take all such steps/actions as may be necessary, desirable, expedient or incidental to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in this regard.”

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

**Rajiv Kumar**  
Date: 02<sup>nd</sup> August 2024  
Place: Hyderabad  
Company Secretary  
M. No. A42082

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### NOTES:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, and SEBI Listing Regulations is appended and forms part of the Notice.
2. Profile of Mr Karan Bajaj (DIN: 07899639), who is seeking re-appointment as the Director due to retirement by rotation, is annexed to this Notice and marked as **Annexure-A**.
3. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 09/2023 dated 25<sup>th</sup> September 2023, read with Circular Nos. 20/2020 dated 05<sup>th</sup> May 2020, 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 02/2021 dated 13<sup>th</sup> January 2021, 21/2021 dated 14<sup>th</sup> December 2021, 02/2022 dated 05<sup>th</sup> May 2022, and 11/2022 dated 28<sup>th</sup> December 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13<sup>th</sup> May 2022, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05<sup>th</sup> January 2023 have permitted the holding of the Annual General Meeting 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 ("SEBI Listing Regulations") read with the Circulars issued by the MCA and SEBI, Sixth AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) hereinafter called as "e- AGM".
4. The Venue of the Meeting shall be deemed to be the Corporate Office of the Company situated at 6-3-666/A1 to 7, 3<sup>rd</sup> & 4<sup>th</sup> Floors, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana-500082.
5. **e-AGM:** The Company has appointed KFin Technologies Limited (KFin), 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 e-AGM.
6. Pursuant to the provisions of the MCA Circulars, 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.
7. 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 e-AGM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by email through its registered email address to [acs.vinod@gmail.com](mailto:acs.vinod@gmail.com) with a copy marked to [cs@bajajelectronics.in](mailto:cs@bajajelectronics.in).
8. 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, 01<sup>st</sup> 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.
9. In line with the Ministry of Corporate Affairs ("MCA") vide its Circular dated 05<sup>th</sup> May 2020, read with Circulars dated 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 13<sup>th</sup> January 2021, 14<sup>th</sup> December 2021, 05<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05<sup>th</sup> January 2023, the Notice calling the e-AGM and Annual Report have 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 Exchanges 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 the e-voting agency KFin Technologies Limited's website at <https://evoting.kfintech.com/>.
10. The Annual Report for the Financial Year ended on 31<sup>st</sup> March 2024 and Notice of e-AGM are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). However, the shareholders may request physical copy of the Notice and Annual Report from the Company by sending a request at [cs@bajajelectronics.in](mailto:cs@bajajelectronics.in) in case they wish to obtain the same.
11. The Ministry of Corporate Affairs ("MCA") vide its Circulars dated 21<sup>st</sup> April 2011 and 29<sup>th</sup> April 2011 has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its shareholders/members. To

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support this green initiative of the Government in full, the shareholders who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses and in case of shareholders holding shares in demat, with depository through concerned Depository Participants.

12. 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 nominations in respect of their shares.
13. 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 of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
14. The attendance of the Members attending the e-AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. The recorded transcript of the forthcoming 06<sup>th</sup> e-AGM on Friday, 30<sup>th</sup> August 2024, shall also be made available on the website of the Company <https://investors.electronicmartindia.com/> in the Investors Section, as soon as possible after the Meeting is concluded.
16. The helpline number for any query or assistance for participation in the e-AGM is **1800 309 4001**.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND/OR REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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

The Members at the adjourned First Annual General Meeting of the Company held on 07<sup>th</sup> December 2019, had approved appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013), as the Statutory Auditors of the Company to hold office from the conclusion of the First AGM till the conclusion of the Sixth AGM of the Company to be held in the calendar year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ("Board") has, based on the recommendation

of the Audit Committee, proposed the re-appointment of Walker Chandio & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013), as the Statutory Auditors of the Company, for the second consecutive term of 04 (four) years from the conclusion of Sixth AGM till the conclusion of Tenth AGM of the Company to be held in the calendar year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

Walker Chandio & Co. LLP (the Audit Firm) was established as a partnership firm in 1935 and converted into a limited liability partnership firm (LLP) on 25<sup>th</sup> March 2014 having its registered office at L-41, Connaught Circus, New Delhi -110 001. The Audit Firm is registered and empanelled with The Institute of Chartered Accountants of India, Public Company Accounting Oversight Board, and Comptroller and Auditor General of India. It has 15 offices across the country at Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office) Goa, Gurgaon, Hyderabad, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad, 68 partners and a team of over 2,500 people. The Audit Firm provides audit, tax and advisory services in India and has rich experience across a range of industries, market segments, and geographical corridors. The Audit Firm has a valid Peer Review Certificate.

Walker Chandio & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013), have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Company has in place a Policy for approval of services to be rendered by the Auditors ("Pre-Approval Policy") by the Audit Committee to ensure, inter alia, that the Statutory Auditors function in an independent manner.

Walker Chandio & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013) was paid a fee of ₹ 7.17 Million on consolidated basis for the audit of financial statements of the Company for the financial year ended on 31<sup>st</sup> March 2024 plus applicable taxes and out-of-pocket expenses being ₹ 0.12 Million. The increase in fee proposed to be paid to Walker Chandio & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013) for the financial year ending 31<sup>st</sup> March 2025 will be mutually agreed based on the efforts involved and shall not exceed 10% of the fee paid for the previous year. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations for which they will be remunerated separately on

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mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item No.3 of the Notice for approval by the Members.

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

Date: 02<sup>nd</sup> August 2024  
Place: Hyderabad

**Rajiv Kumar**  
Company Secretary  
M. No. A42082

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**ANNEXURE-A**
**Details of Directors seeking appointment/ re-appointment at the 6<sup>th</sup> AGM to be held on Friday, 30<sup>th</sup> August 2024  
[Pursuant to Regulation 36(3) of the SEBI LODR Regulations, 2015]**

Name of Director	Karan Bajaj (DIN: 07899639)
Date of Birth / Age	20 <sup>th</sup> March 1987 / 37 years
Date of First Appointment	10 <sup>th</sup> September 2018
Relation with Directors and Key Managerial Personnel	Mr Karan Bajaj is the son of Mr Pavan Kumar Bajaj, Executive Chairman & Managing Director of the Company and spouse of Mrs Astha Bajaj, Whole-time Director of the Company.
Brief Profile and nature of expertise	<p>Mr Karan Bajaj holds a Bachelor's degree in Commerce from Osmania University and a Post-graduate Diploma in International Management from the University of Strathclyde. He has over 13 years of experience in retail business management.</p> <p>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 India Limited, a leading consumer electronics retailer, he has played a crucial role in driving the Company's growth, innovation, and customer-centric approach.</p> <p>With a deep understanding of the ever-evolving consumer electronics market, Mr Karan Bajaj has successfully positioned Electronics Mart as a trusted destination for cutting-edge technology products. Under his leadership, the Company has consistently exceeded industry standards, achieved remarkable revenue growth, and established a robust brand presence.</p>
Number of Equity Shares held in the Company as on 31 <sup>st</sup> March 2024	13,82,59,848
Remuneration paid during the FY 2023-24	₹ 24.00 Million
Number of Board Meetings attended during the FY 2023-24	5 out of 5
List of other Companies in which Directorship is held	1. Cloudnine Retail Private Limited 2. EMIL CSR Foundation
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	<b>Electronics Mart India Limited</b> <ul style="list-style-type: none"> <li>Finance Committee*</li> <li>Corporate Social Responsibility Committee</li> <li>Risk Management Committee</li> <li>Stakeholders' Relationship Committee</li> </ul>
Names of listed entities from which he has resigned in the past three years	<b>NIL</b>
Shareholding of Non-Executive Directors	<b>NIL</b>

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

**Attending the e-AGM:** Members will be able to attend the e-AGM through VC / OAVM or view the live webcast of the e-AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's e-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.

1. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for a seamless experience.
2. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
3. Members may join the meeting using headphones for better sound clarity.
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 e-AGM shall be open 15 minutes before the time scheduled for the e-AGM.
6. **Speaker Registration before e-AGM:** Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Sunday, 25<sup>th</sup> August 2024 (9:00 a.m.) up to Wednesday, 28<sup>th</sup> August 2024 (5:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
7. Facility of joining the e-AGM 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.

8. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
9. Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

**INSTRUCTIONS FOR REMOTE E-VOTING:**

The Company has appointed KFin Technologies Limited ("**KFin**") as the agency for conducting the e-AGM and enabling participation of shareholders at the meeting thereto and for providing facility of remote e-voting and e-voting during the e-AGM.

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, and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the e-AGM.

Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Friday, 23<sup>rd</sup> August 2024 ("**cut-off date**") only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on Tuesday, 27<sup>th</sup> August 2024 at 9:00 a.m. and ends on Thursday, 29<sup>th</sup> August 2024 at 5:00 p.m. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.





In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 09<sup>th</sup> December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.



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The procedure for remote e-voting is as under:

A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:

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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System MyEasi Tab.</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 e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System MyEasi Tab and then click on registration option.</li> </ol>
	<ol style="list-style-type: none"> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 ESPs.</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.nsdl.com">https://eservices.nsdl.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 and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is 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>.</li> <li>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 held 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 and voting during the meeting.</li> </ol>
	<p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 and voting during the meeting.
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**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

### B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:

- i) Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
  - Enter the login credentials i.e., user id and password mentioned below:

For Members holding shares in Demat Form :-

  - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - b) For CDSL: 16 digits beneficiary ID
    - For Members holding shares in Physical Form:
    - **Event no.** i.e. 8208, followed by Folio Number registered with the Company.
    - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using KFin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
    - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the 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 your password confidential.
 

You need to login again with the new credentials.
- iv. On successful login, the system will prompt you to select the EVENT i.e., 8208
- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST"



## NOTICE (Contd.)

but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Friday, 23<sup>rd</sup> August 2024.
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, 23<sup>rd</sup> August 2024, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

- a) Send SMS: MYEPWD <space>  
E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL :  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
- b) On the home page of <https://evoting.kfintech.com>, click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It

is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

- xiii. **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:**

For the purpose of updation of KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: Electronics Mart India Limited), Selenium Tower-B”, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

- a. Through hard copies which should be self -attested and dated. **OR**
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder. **OR**
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms and relevant SEBI Circular, which are also uploaded on the website of the Company at <https://investors.electronicmartindia.com/circular> and on the website of Kfin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> :

- a) Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details
- b) Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
- c) Form SH-13 for updation of Nomination for the aforesaid folio
- d) ISR-3 for Opt-out of the Nomination

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

- 1. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.

## NOTICE (Contd.)

2. Members who have voted through remote e-voting will still be eligible to attend the e-AGM but shall not be allowed to vote again.
3. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-side bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

**GENERAL INFORMATION:**

1. The Company's equity shares are Listed on 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 financial year 2023-24.
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 Corporate Office of the Company.
4. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings, details in respect of Director seeking appointment/re-appointment at e-AGM are separately annexed hereto. Director seeking appointment / re-appointment has furnished requisite declarations under Section 164 and other applicable provisions of the Companies Act, 2013, including rules framed thereunder.
5. The results declared along with the Scrutiniser's Report shall be placed on the Company's website <https://investors.electronicmartindia.com> and on the website of KFin Technologies Limited i.e. <https://evoting.kfintech.com/> within two days of the passing of the Resolutions at the e-AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

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

Date: 02<sup>nd</sup> August 2024  
Place: Hyderabad

**Rajiv Kumar**  
Company Secretary  
M. No. A42082



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Opp. NIMS Hospital, Punjagutta Main Road,  
Hyderabad, Telangana, India - 500082

**Phone No:** 040-23230244

**Website Address:** [electronoicsmartindia.com](http://electronoicsmartindia.com)