

ARTEMIS ELECTRICALS AND PROJECTS LIMITED

(Formerly Known as Artemis Electricals Limited)

CIN: L51505MH2009PLC196683

Regd. Off: Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane
401208

Ph no. 022-35722456/ 79635174

Email: contact@artemiselectricals.com [Website: www.artemiselectricals.com](http://www.artemiselectricals.com)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 14th (Fourteen) Annual General Meeting (AGM) of the Members of Artemis Electricals And Projects Limited (Formerly Known as Artemis Electricals Limited) will be held on **Saturday, 30th September, 2023 at 09.00 AM** at Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane 401208 (considered as Deemed Venue) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business

- 1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company, for the year ended March 31, 2023 together with the Boards' Report and Auditors' Report thereon;**
- 2. To appoint a director in place of Mr. Saideep Shantaram Bagale (DIN: 07196456), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**
- 3. To approve appointment of Statutory Auditors:**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. LLB & Co., Chartered Accountants (ICAI Registration no. 117758W be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting and Board of Directors of the Company be and are hereby authorized to fix the remuneration as may be agreed upon mutually by Board and auditor."

SPECIAL BUSINESS

Item: 4 REGULARIZATION OF APPOINTMENT OF MR. SACHIN ANANT NIVALKAR (DIN: 07775553) FROM ADDITIONAL DIRECTOR TO NON-EXECUTIVE DIRECTOR.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sachin Anant Nivalkar (DIN: 07775553) who was appointed as an Additional Director in the Board Meeting held on June 07, 2023, be and is hereby appointed as Director of the Company with effect from the date of the AGM;

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

Item: 5 CHANGE IN DESIGNATION OF MR. DEEPAK KUMAR (DIN: 09292428) FORM INDEPENDENT NON EXECUTIVE DIRECTOR TO NON INDEPENDENT NON EXECUTIVE DIRECTOR.

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

“RESOLVED THAT in pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and in accordance with provisions of Section 152, 164, 165 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder as may be applicable (including any amendments or modifications thereof) and recommendation of the board, the approval of the members be and is hereby accorded for the change in designation of Mr. Deepak Kumar (Din: 09292428) as the Non- Independent Non-Executive Director of the Company effect from October 01, 2023 shall be liable to retire by rotation;

“RESOLVED FURTHER THAT any of the Directors of the company, be are hereby jointly/ or severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

Item: 6 ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and all other applicable law(s) , rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded for the amendment, modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

Replacing Clause III(A) (1) by following:

The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

1. To carry on business in India and abroad as Manufactures, Traders, Distributors, Dealers, Exporter, Importer, Suppliers, Brokers, Stockiest & Commission agent, Agency business, processors installation, Selling & Marketing Business, Assembling, Develop, Electrical, Electronic and Instrumentation items, LED Package and LED Lighting Product, Lamps, Street Lights, Display Panels, Modules, Electronic Products, Accessories and other components and devices, Engineering product goods, Plant & Machinery, Equipment, Apparatus and other Gadgets, Appliances, Accessories, Electronic Organisers, Contractors, Light Fitting, erect, to expend money in experimenting upon and testing and in improving or seeking to improve any patents inventions or any other Electrical or Green Power Projects or Products to be used in such Electrical or Green Power Projects. Further, to carry on the business of trading, sales, and supplies of goods and services in India and abroad, also carry on work as civil construction contractors, infrastructure contractors, contractors for any kind of work in construction or engineering projects.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM: 7 - APPROVAL FOR RELATED PARTY TRANSACTIONS

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

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

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

Date: 08/09/2023
Place: Mumbai

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

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

NOTES

1. The Explanatory Statement pursuant to the provisions of the Section 102 (1) of the Companies Act, 2013 relating to the Special Business as set out at item nos. 3 be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. Corporate members are requested to mail duly certified copy of the Board Resolution passed pursuant to Section 113 of the Act, authorizing their representative to attend and vote at the AGM to contact@artemiselectricals.com.
3. Pursuant to Section 91 of the Act, Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 23 September, 2023 to Saturday, 30 September, 2023** (both days inclusive).
4. The Members requested to approve appointment of M/s. LLB & Co., Chartered Accountants (ICAI Registration no. 117758W be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) years.
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, as maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Act, will be kept open for inspection for the members during the AGM.
6. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
7. Brief resume of Directors proposed to be appointed/ re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to this Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.
8. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements)

Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

10. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.artemiselectricals.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
14. The Board of Directors has appointed Mr. CS Vipin Chhawchhriya M/s. VC & ASSOCIATES, Practicing Company Secretaries (having Membership A39361) Mumbai as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
15. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020

and MCA Circular No. 20/2020 dated May 05, 2020.

16. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020, general circular No 02/2021 Dt. 13th Jan 2021, General Circular No 19/2021 Dt. 8th Dec 2021 & 21/2021 dated 14th Dec 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.

CDSL e-Voting System - For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Wednesday 27th September 2023 09:00 AM and ends on 29th September 2023 5:00 PM** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository**

Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	<p>where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on</p>

through their Depository Participants (DP)	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members 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	Members 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.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES

implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **CS Vipin Chhawchhriya**, vcassociates29@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at www.contact@artemiselectricals.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through

VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

ITEM NO. 2

Though not mandatory, this statement is provided for reference.

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

Name of the Director	MR. SAIDEEP SHANTARAM BAGALE
DIN	07196456
Date of Birth (Age)	20-04-1985 (37 years)
Nationality	Indian
Date of Appointment as Director	02/04/2021
Designation	Non-Executive Director
Expertise (including justification for appointment / re-appointment)	Experience of more than 2 decade in business administrating and project management. His expertise in charting out group's financial growth strategy will be considered beneficial for the growth of the Company.
Number of Meetings of the Board attended during the year	7 meeting
Shareholding in the Company (Equity Shares of Rs. 1/-each)	None
List of Chairmanship(s) and membership of various committees in other public Companies*	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	None
Relationship with other Directors of the Company	None

*Only Audit, Nomination & Remuneration, CSR and Stakeholder Relationship Committee considered for this purpose

ITEM NO. 3:

Though not mandatory, this statement is provided for reference.

The Board of Director of the company the term of statutory auditor is expired, thus there is a need to appoint Statutory auditor.

The Board has recommended LLB & Co, . LLB & Co.,Chartered Accountants (ICAI Registration no. 117758W, appointment as the Statutory Auditors of the Company for the term of five years from financial year 2023-24 to hold office till the conclusion of the Annual General Meeting of the Company to be held in the year 2028. It is proposed to authorise the Board of Directors to fix and pay the statutory fee and other charges.

M/s. LLB & CO. Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the statutory Auditors of the company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly **Ordinary Resolution** is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item Nos 3 of the Notice.

The Board recommends the Resolutions set forth in Item Nos. 3 for the approval of the Members.

Item no. 4

Mr. Sachin Anant Nivalkar (DIN- 07775553), was appointed as an additional director of the Company on June 7, 2023, till the conclusion of ensuing Annual General Meeting. The Company has received consent from Mr. Sachin Anant Nivalkar to be regularized as Non Executive Director of the Company under applicable provisions of the Companies Act, 2013.

Brief profile of Mr. Sachin Anant Nivalkar seeking regularisation at the forthcoming Annual General Meeting is provided in as under:

Name of the Director	MR. SACHIN ANANT NIVALDKAR
DIN	07775553
Date of Birth (Age)	15-03-1987 (36 years)
Nationality	Indian

Date of Appointment as Director	07/06/2023
Designation	Non-Executive Director
Expertise (including justification for appointment / re-appointment)	Mr. Sachin possesses a solid foundation in administration, management, and operations. With over a decade of experience in the industry, he has garnered extensive expertise while working in corporate offices, skillfully handling administrative tasks and effectively managing various operations. His impressive track record showcases his capacity to assume leadership roles and make valuable contributions to multiple business ventures through his directorship in diverse companies.
Number of Meetings of the Board attended during the year	Not Applicable as he is appointed as Director in FY 2023-24
Shareholding in the Company (Equity Shares of Rs. 1/-each)	None
List of Chairmanship(s) and membership of various committees in other public Companies*	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	None
Relationship with other Directors of the Company	None

The Board of directors has recommended to pass resolution as an **ordinary resolution**.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item Nos 4 of the Notice.

Item no. 5

As per provisions of Section 152, 164, 165 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as may be applicable and the Article of Association of the Company, The Board of Directors of the Company proposes to change the designation of Mr. Deepak Kumar (DIN: 09292428) as the Non-Independent Non-Executive Director of the Company with effect from 01/10/2023.

The terms and conditions of his change in designation, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013.

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

Name of the Director	Mr. Deepak Kumar,
DIN	09292428
Date of Birth (Age)	27-07-1975 (45 years)
Nationality	Indian
Date of Appointment as Director	24 th September 2021
Designation	Non- Executive Director, Non-Independent Director
Expertise (including justification for appointment / re-appointment)	Experience of more than 6 decade in business administrating, management and Insurance.
Number of Meetings of the Board attended during the year	NA
Shareholding in the Company (Equity Shares of Rs. 1/-each)	NIL
List of Chairmanship(s) and membership of various committees in public Companies*	Mr. Deepak Kumar holds position in following companies: <ul style="list-style-type: none"> • Artemis Electricals And Projects Limited (Formerly known as Artemis Electricals Limited): <ul style="list-style-type: none"> • Member of Audit Committee. • Chairperson of the Nomination and remuneration committee • Chairperson of the Corporate Social Responsibility Committee

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	None
Relationship with other Directors of the Company	None
List of Directorship held in other Companies	Mr. Sachin Anant Nivalkar holds Directorship in following companies: <ul style="list-style-type: none"> • GARUDA CONSTRUCTION AND ENGINEERING PRIVATE LIMITED

*Only Audit, Nomination & Remuneration, CSR and Stakeholder Relationship Committee considered for this purpose

The Board recommends the **Ordinary Resolution** set forth in Item No. 5 of the Notice for approval of the members.

None of the Directors and their relatives is, in any way, concerned or interested in the said Resolution

Item no. 6

The members may note that in order to capitalize on the potential for any business opportunities envisaged by the management and to undertake certain new activities that can be combined with the existing activities of the Company and also to better utilize the existing infrastructure created by the Company, it is necessary to amend the objects clause of the Memorandum of Association of the Company.

In view of the requirements, the Board of Directors at its meeting approved alteration in the MOA as under, subject to requisite approval of shareholders of the Company: Pursuant to the provisions of Section 4 and 13 of the Act, the above said proposal requires consent of the members by way of Special Resolution. In light of the above, The Board of Directors of the Company accordingly recommends the **Special Resolution** as set out at Item No. 6 for approval of the Members by way of.

A copy of the existing and proposed MOA would be available for inspection by the members at Company's registered office on all working days during normal business hours up to Saturday, September 30, 2023.

None of the Directors and Key Managerial Personnel of the Company and their

relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item no. 7

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

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

S r. N o.	Particulars	Details	Details	Details	Details	Details	Details	Details
1	Name (s) of the related party & nature of relationship	PKH Ventures Limited Director of the Company is a Director/Share holder of the Related Party	Garuda Construction and Engineering Private Limited, Director of the Company is a Director/Share holder of the Related Party	Electro Force (India) Private Limited, Director of the Company is a Director/Share holder of the Related Party	Ayesspea Holdings and Investments Private Limited, Director of the Company is a Director/Share holder of the Related Party	PKH Ventures Limited, Director of the Company is a Director/Share holder of the Related Party	Artemis Opto Electronic Technologies Private Limited Subsidiary company	Eternal Building Assets Private Limited Director of the Company is a Director/Share holder of the Related Party
2	Nature of contracts/arrangements/ transaction	Leave and License Agreement	Sales and purchase of goods and services	Sales and purchase of goods and services	Advances or Loan taken/ Given	Sales and purchase of goods and services or reimbursement of expenses.	Sales and purchase of goods and services or reimbursement of expenses.	Sales and purchase of goods and services
3	Duration of the contracts/arrangements/ transaction	Fifty-nine months (59)	36 months (starting from 1 st May 2023 to 30 th April 2028)	36 months (starting from 1 st May 2023 to 30 th April 2028)	36 months (starting from 1 st May 2023 to 30 th April 2028)	36 months (starting from 1 st May 2023 to 30 th April 2028)	36 months (starting from 1 st May 2023 to 30 th April 2028)	36 months (starting from 1 st May 2023 to 30 th April 2028)
4	Salient terms of the contracts or arrangements or transaction including the value, if any	To take on lease registered office and manufacturing facility of the Company situated at	General Sales and Purchase / EPC and other allied contracts	General Sales and purchase of goods, of contract value up	Advances or Loan taken/ Given up to Rs.50 crore in 36 months	General Sales and purchase of goods, of contract value up to Rs.50 crore in 36 months	General Sales and purchase of goods, of contract value up to Rs.20 crore	General Sales and purchase of goods, of contract value up

		Gala No. 103, 104, 105 & 108, National Express Highway, Vasai (East), Thane - 401208, by paying a Security deposit of Rs.1,00,00,000 (Rupees One Crore only) w.e.f. 14/01/2016"	value up to Rs.200 crore in 36 months	to Rs.100 crore in 36 months			in 36months	to Rs.50 crore in 36 months
5	Date of approval by the Board	07 th September, 2023	07 th September, 2023	07 th September, 2023	07 th September, 2023	07 th September, 2023	07 th September, 2023	07 th September, 2023
6	Amount paid as advances, if any	NA	NA	NA	NA	NA	NA	NA

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

The Board of Directors accordingly recommends the **Ordinary Resolution** set out at Item No.7 of the Notice for the approval of the Members.

Date: 08/09/2023

Place: Mumbai

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

**Shiv Kumar Singh
Whole time Director and Chief Financial Officer**