

**NOTICE**

Notice is hereby given that the 10<sup>th</sup> (Tenth) Annual General Meeting (AGM) of the Members of Artemis Electricals Limited will be held on Monday, 30<sup>th</sup> September, 2019, at 09.00 AM at Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane 401208 to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company, for the year ended March 31, 2019 together with the Boards' Report and Auditors' Report thereon;
2. To appoint a Director in place of Mr. Pravinkumar Agarwal (DIN: 00845482) Chairman cum Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To Re-appoint M/s. Mittal Agarwal and Co., Chartered Accountant, Mumbai (FRN No: 131025W) as a Statutory Auditor of the Company to hold office from the conclusion of 10<sup>th</sup> Annual General Meeting till the Conclusion of 14<sup>th</sup> Annual General meeting and to fix their remuneration.

To consider and if though fit, to pass the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provision of Sec 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 and any other applicable provisions, if any of the Companies Act, 2013 M/s Mittal Agarwal and Co., Chartered Accountant, Mumbai (FRN No: 131025W) be and are hereby re-appointed as a Statutory Auditor of the Company from the conclusion of 10<sup>th</sup> Annual General Meeting till the conclusion of the 14<sup>th</sup> Annual General Meeting which will held for the financial year ending 31<sup>st</sup> March, 2023 and to audit financial Statements of the Company from the Financial Year 2019-20 to 2022-23 and Board of Directors of the Company be and are hereby authorized to fix the remuneration as may be agreed upon between the auditors and Board of Directors of the Company.”

**Special Business****4. Remuneration to Cost Auditor**

To consider and if though fit, to pass the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions 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), the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Board of Directors, to conduct the audit of the cost records of the Company for the Financial Year ending on 31<sup>st</sup> March, 2020, be paid the remuneration as follows:

Sr No	Name of the Cost Auditor	Fees
1.	V. V. Mhatre & Co.	50,000/- + Applicable Taxes

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of Board of Directors  
Artemis Electricals Limited**

sd/-  
Pravin kumar Agarwal  
Director  
DIN: 00845482

Place: Mumbai  
Date: 31.08.2019

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**  
A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), in respect of the special businesses is annexed hereto and forms part of this Notice.
3. Members / Proxies are requested to bring in their duly filled in Attendance slip along with their copy of Annual Report to the venue of Annual General Meeting (AGM). Corporate members are requested to send 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.
4. 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.
5. Pursuant to Section 91 of the Act, Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
6. 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.
7. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the required information at the meeting.
8. 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.
9. The Notice of the 10<sup>th</sup> AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by courier.
10. Route Map for the venue along with the prominent landmark of the proposed AGM of the Company, is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Annual Report.
11. We urge members to support our commitment to environmental protection by choosing to receive the Company's Communication through Email. You can do this by updating your Email addresses with your depository participants.
12. Record date for the purpose of determining of the members to attend the 10<sup>th</sup> AGM will be Friday, 27<sup>th</sup> September, 2019.
13. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the

permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.

14. The Ministry of Corporate Affairs 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 members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

#### **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of Listing Regulations and SS-2 issued by ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 10<sup>th</sup> AGM of the Company, dated August 31, 2019 (the AGM Notice).

The Company has engaged the services of **National Securities Depository Limited (NSDL)** to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the 10<sup>th</sup> AGM.

The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The Company has appointed M/s. R.S. Purohit & Co., Practicing Company Secretaries (having Membership No 40228), Mumbai, as the Scrutinizer for scrutinizing the process of e-voting and the voting through poll paper at the AGM in a fair and transparent manner.

#### **E- Voting is optional.**

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

#### **Details on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rsrajpuhitandco@gmail.com](mailto:rsrajpuhitandco@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Other Instructions:**

1. The e-voting period begins on Friday, September 27, 2019 from (09.00 am) and ends on Sunday, September 29, 2019 at (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The voting rights of members shall be in proportion to their shares held of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2019. A person whose name is recorded in the Register of Members as maintained by RTA or in the Register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
3. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, September 23, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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. Pravinkumar Agarwal
DIN	00845482
Date of Birth (Age)	05.04.1971 (48 years)
Nationality	Indian
Date of Appointment as Director	25/07/2015
Designation	Chairman cum 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	12
Shareholding in the Company (Equity Shares of Rs. 10/- each)	22,71,806
List of Chairmanship(s) and membership of various committees in public Companies	Member in Audit 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 List of Directorship held in other Companies	None

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item no. 4. Remuneration to Cost Auditor**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. V. V. Mhatre & Co., Cost Accountants as Cost Auditor of the Company for the financial year ending on 31st March 2020, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 50,000/- plus applicable taxes if any. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Form No. MGT-11**

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** U51505MH2009PLC196683

**Name of the Company:** ARTEMIS ELECTRICALS LIMITED

**Registered office:** Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane 401208

**Name of the Member(s):**  
**Registered address:**  
**E-mail Id:**  
**Folio No/ Clint Id:**  
**DP ID:**

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
 Address:.....  
 E-mail Id:.....  
 Signature: ....., or failing him
2. Name: .....  
 Address:.....  
 E-mail Id:.....  
 Signature: ....., or failing him
3. Name: .....  
 Address:.....  
 E-mail Id:.....  
 Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual general meeting/ Extraordinary general meeting of the company, to be held on the 30<sup>th</sup> day of September, 2019 At 09.00 AM. at Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane 401208 and at any adjournment thereof in respect of such resolutions as are indicated below:

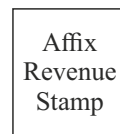
**Resolution No.**

- 1 To receive, consider and adopt the Audited Financial Statements of the Company, for the year ended March 31, 2019 together with the Boards' Report and Auditors' Report thereon
- 2 To appoint a Director in place of Mr. Pravinkumar Agarwal (DIN: 00845482) Chairman cum Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
- 3 To Re-appoint M/s. Mittal Agarwal and Co., Chartered Accountant, Mumbai (FRN No: 131025W) as a Statutory Auditor of the Company to hold office from the conclusion of 10<sup>th</sup> Annual General Meeting till the Conclusion of 14<sup>th</sup> Annual General meeting and to fix their remuneration.
4. Remuneration to Cost Auditor

Signed this ..... day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)



**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**Support Green Initiative - Email registration**

Dear Shareholders,

As you may be aware, Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by companies vide its Circular No. 17/2011 dated April 21, 2011 and Circular No.18/2011 dated April 29, 2011 and clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s) to its shareholders.

Our Company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

We request and encourage you to register your e-mail address/addresses with the Company in case you have not registered your email id with the Company's Registrar & Transfer Agent (RTA) viz. Cameo Corporate Services Ltd or with your Depository Participant (DP). Please note that in case you have already registered your e-mail address, you are not required to re-register unless there is a change in your e-mail address.

In case you wish to receive all the above communications in electronic form, you may please register your e-mail address as under:

Shareholders holding shares in dematerialized form, kindly register your e-mail address with your Depository Participant at the earliest; or

Shareholders holding shares in physical form, kindly register your e-mail address with Cameo Corporate Services Ltd, our Registrar & Share Transfer Agent, at the following address at the earliest;

**M/s. Cameo Corporate Services Ltd (Unit: Artemis Electricals Limited),  
Subramanian Building No. 1, Club House Road,  
Chennai 600002.  
Tel: 044 -40020700**

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour.

**E-COMMUNICATION REGISTRATION FORM**

**To,**

**M/s. Cameo Corporate Services Ltd**

(Unit: Artemis Electricals Limited),  
Subramanian Building No. 1, Club House Road,  
Chennai 600002.  
Tel: 044 -40020700

Name of the Company: **ARTEMIS ELECTRICALS LIMITED**

Folio No:

No. of Shares:

Name of 1st registered holder:

.....

Name of Joint holder(s) :

.....

E-mail ID (to be registered):

.....

Please register my above e-mail ID in your records for receiving communication in electronic form from the Company.

Date:

Signature: .....

Note: Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.



**Artemis Electricals Limited**

CIN: U51505MH2009PLC196683

Registered Office: Artemis Complex, Gala no. 105 &amp; 108, National Express Highway, Vasai (East) Thane 401208

Email Id: [contact@artemiselectricals.com](mailto:contact@artemiselectricals.com) Website: <https://www.artemiselectricals.com>

Contact No: 022-26530163

**Attendance Slip**10<sup>th</sup> Annual General Meeting on Monday, 30<sup>th</sup> September, 2019

<b>Registered Folio/ DP ID &amp; Client ID</b>	
<b>Name and address of the shareholder(s)</b>  <b>Joint Holder 1</b> <b>Joint Holder 2</b>	
<b>No. of shares held</b>	

I/We hereby record my/our presence at the 10th Annual General Meeting of the members of the Company held at Artemis Complex, Gala no. 105 & 108, National Express Highway, Vasai (East) Thane 401208 on Monday, 30th September, 2019.

.....  
Member's/Proxy's name (in Block Letters)

.....  
Member's/Proxy's Signature



# ARTEMIS

## Route Map To Artemis Electricals Ltd.



Artemis Electricals Limited