

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

**Dear Member(s),**

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Artemis Electricals and Projects Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. CS Vipin Chhawchhriya M/s. VC & Associates, Practicing Company Secretaries (having Membership A39361 as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of **Central Depository Services (India) Limited (“CDSL”)** as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	<b>9:00 a.m. (IST) on Sunday, March 9, 2025</b>
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## ARTEMIS ELECTRICALS AND PROJECTS LIMITED

(Formerly Known as Artemis Electricals Limited)

CIN: L51505MH2009PLC196683

Registered Office: Artemis Complex, Galano.105&108, National Express Highway, Vasai (East) Thane MH 401208

Email: [contact@artemiselectricals.com](mailto:contact@artemiselectricals.com) Phone: 26530164/9869145127

Web site: [www.artemiselectricals.com](http://www.artemiselectricals.com)

End of e-voting:	<b>5:00 p.m. (IST) on Tuesday, April 8, 2025 (both days inclusive)</b>
Declaration of Results	<b>Within two working days from the conclusion of Meeting</b>

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorised by him, after completion of scrutiny of the votes received through E-voting. The results of voting by means of Postal Ballot through E-voting shall be declared on or before 48 hours from the conclusion of E-VOTING period and will be posted on the Company’s website [www.artemiselectricals.com](http://www.artemiselectricals.com) and E-voting website of CDSL. The results will also be communicated to the Stock Exchanges where the company’s shares are listed i.e BSE Limited.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

**APPOINTMENT OF M/S AGARWAL TIBREWAL & CO. CHARTERED ACCOUNTANTS, KOLKATA (FIRM REGISTRATION NO. 328977E), AS STATUTORY AUDITORS OF THE COMPANY TO FILL IN CAUSAL VACANCY CAUSED BY THE RESIGNATION OF M/S. LLM & CO., CHARTERED ACCOUNTANTS, TILL THE DATE OF THE NEXT ANNUAL GENERAL MEETING TO BE HELD IN CALENDAR YEAR 2025:**

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

**“RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of M/s Agarwal Tibrewal & Co. Chartered Accountants, Kolkata (Firm Registration No. 328977E) and Peer Review Certificate No. 017707 issued by the Peer Review Board of ICAI as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s LLB & Co., Chartered Accountants (FRN: 103429W), with effect from December 12, 2024, to hold office as the Statutory Auditors of the Company from December 12, 2024 till the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company to be held in calendar year 2024-25, 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.”

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary, proper and expedient to give effect to this resolution.”

## **ITEM NO. 2**

### **TO APPROVE RELATED PARTY TRANSACTIONS:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **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.”

## **ITEM NO. 3**

### **SALE OF PROPERTY/UNDERTAKING UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013:**

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 180(1)(a) and all other applicable

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provisions, if any, of the Companies Act, 2013 (the “Act”) read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as may be enacted from time to time), the Memorandum and Articles of Association of the Company (the “Memorandum and Articles”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and subject to all such approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to sell / transfer /dispose of an immovable property i.e. 201, A Wing Fortune 2000, C-3 Block Bandra, Kurla Complex, Bandra (East), Mumbai-400051, Bandra(East), Mumbai, Bandra, Maharashtra, India, 400051 to Mr. Pravin Kumar Brijendra Kumar Agarwal, Promoter of the Company (Buyer) for an overall consideration upto Rs. 10 Crore on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalise and execute all the documents, deeds, agreement, writings as may be necessary to be executed in respect of transfer of abovementioned undertaking/property with effect from such date and in such manner as may be decided by the Board and to make applications to the regulatory authorities or other persons for the purpose of obtaining all approvals and sanctions as required to be obtained by the Company in this regard and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this resolution including without limitation and to settle any questions, difficulties or doubts that may arise in this regard.”

#### **ITEM NO. 4**

#### **INCREASE IN BORROWING LIMITS TO RS. 500 CRORES OR THE AGGREGATE OF THE PAID UP CAPITAL AND FREE RESERVES OF THE COMPANY, WHICHEVER IS HIGHER:**

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any

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sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed **Rs. 500 Crores (Rupees Five Hundred Crores only)** or the aggregate of the paid up capital and free reserves of the Company, whichever is higher;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

## **ITEM NO. 5**

### **CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the

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Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed **Rs.500 Crores (Rupees Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company**, whichever is higher;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

## **ITEM NO. 6**

### **APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AWAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding **Rs. 500 Crores (Rupees Five Hundred Crores only)** at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company;

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

## **ITEM NO. 7**

### **CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE:**

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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **Rs. 500 Crores (Rupees Five Hundred Crores only)** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013;

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**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

## **ITEM NO. 8**

### **REAPPOINTMENT OF MS. PRIYANKA YADAV, (DIN: 08858855) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Committee and the Board has recommended her appointment as Non-Executive Independent Director, Ms. Priyanka Yadav, (DIN: 08858855), who was appointed as an Independent Director of the Company for a term up to September 3, 2025, being eligible for reappointed as an Independent Director and in respect of whom the Company has received recommendation from Nomination and Remuneration Committee and Board of Directors , be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from September 3, 2025 up to September 2, 2030, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

**Date: March 7, 2025**  
**Place: Thane**

**By Order of the Board of Directors**  
**For Artemis Electricals and Projects Limited**

**-sd-**  
**Shivkumar Chhangur Singh**  
**Whole Time Director and CFO**

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## Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with information as required under Schedule V of the Act setting out the material facts and reasons thereto and information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“hereinafter referred to as LODR”) is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide their General Circular 09/2024 dated 19<sup>th</sup> September 2024 has permitted companies to convene Annual General Meeting, Extra-ordinary General Meetings and passing of Resolutions through Postal Ballot by E-Voting. Accordingly, the Company is conducting this Postal Ballot.
3. The Notice of Postal Ballot is being sent by e-mail only to all the Members, whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 28<sup>th</sup> February 2025 (the Cut-off Date) and who have registered their e-mail address in respect of electronic holdings with the depositories and in respect of physical holdings with the Cameo Corporate Services Limited, Registrar and Share Transfer Agent, (RTA). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot.
4. The Notice will be available on the website of the Company <https://www.artemiselectricals.com/>; BSE Limited [www.bseindia.com](http://www.bseindia.com), and CDSL [www.evotingindia.com](http://www.evotingindia.com).
5. In terms of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI LODR as amended, the Company is pleased to provide remote E-Voting facility to all the Members of the Company. The Company has appointed Central Depository Service (India) Limited (hereinafter referred to as “Service Provider”) to facilitate the Members to cast their votes electronically (hereinafter referred to as the “Remote E-Voting”). The instructions to Shareholders for Remote E-Voting are provided as part of this Postal Ballot Notice.
6. The Remote E-Voting period begins on **Sunday, the March 9, 2025 (9:00 AM IST)**

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**and ends on Tuesday, April 8, 2025 (5:00 PM IST).** The Remote E-Voting module shall be disabled by CDSL for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.

7. The Board of Directors at their Meeting held on March 4, 2025 have appointed **Mr. CS Vipin Chhawchhriya M/s. VC & Associates, Practicing Company Secretaries (having Membership A39361 as a Scrutinizer)** to scrutinize the Postal Ballot / Remote E-Voting in a fair and transparent manner.
8. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman / Whole-time Director / Company Secretary or any other authorized personnel of the Company who shall countersign the same.
9. The results of the Postal Ballot will be announced within two working days (not exceeding three days) of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website <https://www.artemiselectricals.com/>; and on the website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be intimated to the BSE Limited where the shares of the Company are listed.

Members holding shares in physical form are advised to update / modify any information relating to shares held in physical form. Kindly refer to the procedure as laid down in the website of the Company <https://www.artemiselectricals.com/> and follow the procedure.

Members holding shares in dematerialisation mode may kindly contact your Depository Participant (DP) and register your email address. Members are also requested to ensure that the option to receive the communication sent by the Company by email has been duly exercised and registered with the DP, so that the Notice of Postal Ballot is duly received.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**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.

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- (i) The voting period begins on **Sunday, March 9, 2025 (9:00 AM IST) and ends on Tuesday, April 8, 2025 (5:00 PM IST) (both days inclusive)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date, the February 28, 2024** may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 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:**

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<b>Type of shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<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 cdsi website <a href="http://www.cdslindia.com">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 your vote during the remote E-Voting period. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <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> <li>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 <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 E-Voting Service Providers.</li> </ol>

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## ARTEMIS ELECTRICALS AND PROJECTS LIMITED

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CIN: L51505MH2009PLC196683

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<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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.</p> <p>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></p>
	<p>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 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>
<p>Individual Shareholders</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered</p>

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<p>(holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>
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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

- (iv) 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](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID

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- 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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

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your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN relevant to Southern Petrochemical Industries Corporation Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) 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](http://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](mailto:helpdesk.evoting@cdslindia.com).

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- 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 mandatorily required 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 directly and to the Company at the email address viz; [shares.dep@spic.co.in](mailto:shares.dep@spic.co.in), (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL E-Voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

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## **ANNEXURE TO THE NOTICE OF POSTAL BALLOT**

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:**

#### **ITEM NO. 1**

The members of the Company at 14<sup>th</sup> Annual General Meeting (“AGM”) held on September 30, 2023, had appointed M/s. LLB & Co., Chartered Accountants (ICAI Registration no. 117758W) as the Statutory Auditors of the Company for period of five years from the conclusion of 14<sup>th</sup> AGM till the conclusion of 19<sup>th</sup> AGM to be held in calendar year 2028. M/s. LLB & Co., Chartered Accountants, Statutory Auditors, vide letter dated November 14, 2024, submitted resignation to the Audit Committee and the Board of Directors of the Company (“Board”), citing reason that audit fees would not be commensurate for the efforts required to conduct the statutory audit of the Company.

Based on the recommendation of the Audit Committee, the Board at its meeting held on November 14, 2024, accepted the resignation of M/s. LLB & Co., with immediate effect.

The outgoing Statutory Auditors had submitted Limited Review Report for the quarter and half year ended September 30, 2024, as per provisions of the SEBI Circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

Based on recommendation of the Audit Committee, the Board at its aforesaid meeting held on December 12, 2024, approved the appointment of M/s Agarwal Tibrewal & Co. Chartered Accountants, (Firm Registration No. 328977E), as the Statutory Auditors of the Company, in the casual vacancy caused by the resignation of M/s. LLB & Co., Chartered Accountants, till the conclusion of next Annual General Meeting of the Company to be held in calendar year 2025, subject to the approval of members of the Company at the remuneration as may be agreed upon mutually by Board and auditor.

The said appointment of M/s. Agarwal Tibrewal & Co., Chartered Accountants, shall be pursuant to applicable provisions of the Act, SEBI Listing Regulations and terms as contained in SEBI circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

M/s. Agarwal Tibrewal & Co. Chartered Accountants, being eligible under section 139(1) and

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other applicable provisions, if any, of the Act, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Act. The brief profile of incoming Statutory Auditors is as under: “M/s. Agarwal Tibrewal & Co. Chartered Accountants, (Firm Registration No. 328977E) is a peer reviewed firm, rendering comprehensive professional services in the area of Audit & Assurance Services, Advisory Services and other Regulatory Compliance Services.

They are having rich experience in diverse fields of Indian Taxation, Compliance, Auditing, Assurance and Business Advisory. Presently serving as a Statutory Auditors for Various Listed and Unlisted Companies.”

In terms of Section 102(1) of the Act, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the **Ordinary resolution** set out in this Postal Ballot notice for the approval of the Members.

## ITEM NO. 2

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:**

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	<b>Pravin Kumar Brijendra Kumar Agarwal</b>
2.	Nature of contracts/arrangements/ Transaction	Sale of Property
3.	Duration of the contracts/arrangements/ Transaction	<b>Within 12 months of passing of this resolution</b>
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	<b>As per market practices</b>
5.	Date of approval by	<b>March 04, 2025</b>

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6.	Amount paid as advances, if any	<b>NA</b>
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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.2 of the Notice for the approval of the Members.

### Item No. 3

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 approval of the members of the Company is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an ‘undertaking’ for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of ‘substantially the whole of the undertaking’ for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The sale/transfer of immovable property situated at 201, A Wing Fortune 2000, C-3 Block Bandra, Kurla Complex, Bandra (East), Mumbai-400051, Bandra(East), Mumbai, Bandra, Maharashtra, India, 400051, may be termed as sale or disposal of an undertaking under the provisions of Section 180 (1) (a) of the Companies Act, 2013.

Therefore, the approval of members is being sought by way of **special resolution**. The Board of Directors of the Company (“the Board”) at its meeting held on March 4, 2025 has approved the terms and conditions for sale of abovementioned immovable commercial property (including land, Building and Infrastructure) held in the name of Artemis Electricals and Projects Limited to Mr. Pravin Kumar Brijendra Kumar Agarwal in overall consideration of upto Rs. 10 Crore.

The Board is of the opinion that the proposed sale is in the overall best interest of the company as after transfer of this non-core asset, the company will mainly focus on its core business. The

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net proceeds of the above mention transaction will be utilized towards the expansion of Business Activities and/or to repay the existing loans and reduce interest burden and/or for the general business purpose.

Hence, the Board recommends passing of the resolution as set out under Item No. 3 of the accompanying notice by the shareholders as a **special resolution**.

None of the Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 3.

#### **Item No. 4**

Under the provisions of Section 180(1)(c) of the Act, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company.

It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution no. 4 of the Notice for approval of the shareholders by a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

#### **Item 5**

Under the provisions of Section 180 (1) (a) of the Act, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Standard market terms of long term debt finance

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include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution.

As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding Rs.1000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution no. 5 of the Notice for approval of the shareholders by a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

## **Item 6.**

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended time to time) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for

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their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board recommends the Resolution no. 6 of the Notice for approval of the shareholders by a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

## **Item 7**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no Company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limits.

The Board recommends the Resolution no. 7 of the Notice for approval of the shareholders by a **Special Resolution**.

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None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

## **Item 8**

The Board recommends the resolution set out at Item No.8 of the Notice for approval of the Members by way of a Special Resolution.

Reappointment of **Ms. Priyanka Yadav, (DIN: 08858855)** as an Independent Director of the company for a second term of five years. **Ms. Priyanka Yadav, (DIN: 08858855)** was appointed as Independent Director of the company for the period starting from September 3 2020, to September 2, 2025. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of **special resolution** and on disclosure of such reappointment in the Board's Report.

Schedule IV of the Companies Act, 2013 provides for performance evaluation by the Board before extending the term of Independent Director. **Ms. Priyanka Yadav, (DIN: 08858855)** has given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act 2013. In the opinion of the Board, **Ms. Priyanka Yadav, (DIN: 08858855)** fulfills the conditions provided in the Act and the Rules made thereunder for reappointment as Independent Director and is independent of the management.

Brief background of **Ms. Priyanka Yadav, (DIN: 08858855)** is exhibited in this document separately. The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by **Ms. Priyanka Yadav, (DIN: 08858855)** her continued association would be of immense benefit to the Board and recommend the Resolution for your approval.

None of the Directors/Key Managerial Personnel or their relatives except **Ms. Priyanka Yadav, (DIN: 08858855)** is concerned or interested financially or otherwise is in the said Resolution.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.8 of the Notice for the approval of the Members.

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## **ARTEMIS ELECTRICALS AND PROJECTS LIMITED**

(Formerly Known as Artemis Electricals Limited)

CIN: L51505MH2009PLC196683

Registered Office: Artemis Complex, Galano.105&108, National Express Highway, Vasai (East) Thane MH 401208

Email: [contact@artemiselectricals.com](mailto:contact@artemiselectricals.com) Phone: 26530164/9869145127

Web site: [www.artemiselectricals.com](http://www.artemiselectricals.com)



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:

<b>Name of Director</b>	<b>Ms. Priyanka Yadav</b>
DIN	08858855
Date of Birth and Age	05-07-1992 (32 years)
Nationality	Indian
Date of Appointment	September 3, 2025
Date of first appointment on the Board	September 3, 2020
Qualification	Ms. Priyanka Yadav is the fellow member of the Institute of the Company Secretaries of India. She holds a bachelor's as well as masters degree in commerce from the University of Mumbai. She is a practicing Company Secretary and handle PCS firm i.e Priyanka Yadav & Associates
Experience/Expertise in specific functional areas	Ms. Priyanka Yadav has been in the consulting business for more than 6 years and has experience in matters relating to corporate laws, NCLT matters, legal due diligence and corporate secretarial compliances. Priyanka has extensive expertise in listing compliance, initial public offerings (IPOs), and corporate restructuring.
Terms and Conditions of Appointment	Appointed for Second term of 5 consecutive years w.e.f. September 3, 2025 in capacity of Independent Director, who shall not be liable to retire by rotation.
The justification for choosing the appointees for appointment as Independent Directors	Expiry of her term of 5 years
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	The Director is not related to Directors, Manager and other Key Managerial Personnel of the company
Details of remuneration to be paid	Eligible for sitting fees and Commission, if any, as approved.
Remuneration last drawn	Not Applicable

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Directorship in other Companies	<ul style="list-style-type: none"> <li>• ETERNAL BUILDING ASSETS PRIVATE LIMITED</li> <li>• GARUDA CONSTRUCTION AND ENGINEERING LIMITED</li> <li>• ELECTRO FORCE (INDIA) LIMITED</li> <li>• ARTEMIS ELECTRICALS AND PROJECTS LIMITED</li> <li>• BLUE JET HEALTHCARE LIMITED</li> <li>• PKH VENTURES LIMITED</li> </ul>
Membership of Committees (in listed Companies) including Chairmanship if any in other Public Limited Companies (includes only Audit & Stakeholders Relationship Committee)	<p><b>GARUDA CONSTRUCTION AND ENGINEERING LIMITED:</b> Chairperson in Stakeholders Relationship Committee and Member in the Audit Committee</p> <p><b>ELECTRO FORCE (INDIA) LIMITED:</b> Member in Audit Committee and Stakeholders Relationship Committee.</p> <p><b>ARTEMIS ELECTRICALS AND PROJECTS LIMITED:</b> Members in Audit Committee and Stakeholders Relationship Committee.</p>
No. of shares held in the Company as on March 31, 2023	Nil
Number of Board meetings attended during the year	7

**By Order of the Board of Directors  
For Artemis Electricals and Projects Limited**

**-sd-  
Shivkumar Chhangur Singh  
Whole Time Director and CFO**

**Place: Thane  
Date: March 7, 2025**

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