

To,  
Listing Manager,  
The National Stock Exchange of India Ltd.,  
Exchange Plaza, Plot No: C/1, G Block,  
Bandra Kurla Complex- Bandra(E),  
**Mumbai - 400051**

The Secretary  
BSE Limited  
PJ Towers  
Dalal Streets  
**Mumbai- 400001**

**Symbol: EMIL**  
**Series: EQ**  
**ISIN: INE02YR01019**

**Scrip Code: 543626**

Dear Sir/Madam,

**Sub: Regulation 30 read with Schedule III Part B of SEBI (LODR) Regulations, 2015 – Notice of Postal Ballot**

Pursuant to Regulation 30 of SEBI (LODR)2015, we enclose a copy of the Notice of Postal Ballot dated 28<sup>th</sup> March 2023 (“Notice”), seeking the approval of the members of the Company in respect of the following special resolutions, only by way of remote electronic voting (“e-voting”).

<b>S. No.</b>	<b>Description of Resolution</b>
1.	Variation in the objects of the initial public offer (IPO)
2.	Increasing borrowing limit under section 180(1)(c) of the Companies Act 2013
3.	Creation of charge on the assets of the Company under section 180(1)(a) of the Companies Act 2013

In compliance with the aforesaid MCA Circulars, the Company sent the Notice on Tuesday, 28<sup>th</sup> March 2023, only in the electronic form to those Members whose names appeared in the Register of Members/List of Beneficial Owners as received from the Company’s Registrar and Transfer Agent (‘RTA’) / Depositories as on Friday, 24<sup>th</sup> March 2023 (‘Cut-Off date’) and whose email addresses are registered with the Company/ RTA / Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in the Notice. Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope has not been sent to the Members for this Postal Ballot.

The Company has engaged the services of the Company’s Registrar and Transfer Agent (‘RTA’) Kfin Technologies to provide a remote e-voting facility to its Members, and the communication of assent or dissent of the Members would only take place

through the remote e-voting system. The remote e-voting period commences on Wednesday, 29<sup>th</sup> March 2023, at 9:00 a.m. (IST) and shall end on Thursday, 27<sup>th</sup> April 2023, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by RTA thereafter, and Members will not be allowed to vote electronically beyond the said date and time. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as of the Cut-off date. Once a vote on a resolution is cast, the Member will not be able to change it subsequently. Only those Members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners as on the Cut-off date will be entitled to cast their votes by remote e-voting.

This Postal Ballot Notice will also be available on the Company's website at <https://www.electronicmartindia.com/> and on the website of Kfin Technologies at <https://evoting.kfintech.com>.

Please take the above information on record.

Thanking You,

For and on behalf of **Electronics Mart India Limited**

Rajiv  
Kumar

Digitally signed  
by Rajiv Kumar  
Date: 2023.03.28  
14:54:28 +05'30'

**Rajiv Kumar**

Company Secretary and Compliance Officer

Date: 28<sup>th</sup> March 2023

Place: Hyderabad

Encl: Notice of Postal Ballot

**Date of events relevant to Postal Ballot are as below:**

S. No	Events	Date	Day
1.	The date on which consent given by the scrutinizer	23 <sup>rd</sup> March 2023	Thursday
2.	Date of Board's approval of Postal Ballot and authorizing Company Secretary of the Company to be responsible for entire Postal Ballot process and appointment of Scrutinizer.	25 <sup>th</sup> March 2023	Saturday
3.	Appointment of Scrutinizer & Agency for conducting e-voting process for Postal Ballot	25 <sup>th</sup> March 2023	Saturday
4.	Cut-off date for reckoning the voting rights of the Shareholders	24 <sup>th</sup> March 2023	Friday
5.	Date of completion of dispatch of notice of meeting.	28 <sup>th</sup> March 2023	Tuesday
6.	Place the Postal Ballot Notice on the Website of the Company, Stock Exchanges and RTA.	28 <sup>th</sup> March 2023	Tuesday
7.	Date of publishing advertisement in Newspapers	29 <sup>th</sup> March 2023	Wednesday
8.	Remote E-voting Period (Start)	29 <sup>th</sup> March 2023	Wednesday
9.	Remote E-voting Period (End)	27 <sup>th</sup> April 2023	Thursday
10.	Date on which resolution deemed to be passed	27 <sup>th</sup> April 2023	Thursday
11.	Date of Submission of report by Scrutinizer	30 <sup>th</sup> April 2023	Sunday
12.	Date of Declaration of results of Postal Ballot and intimation to Stock Exchanges	01 <sup>st</sup> May 2023	Monday
13.	Last date of signing of Minutes by Chairman-cum-Managing Director	05 <sup>th</sup> May 2023	Friday
14.	Last date of filing of the Resolution with the Registrar of Companies	25 <sup>th</sup> May 2023	Thursday

**Bajaj Electronics is a Trademark of ELECTRONICS MART INDIA LIMITED**

**CIN L52605TG2018PLC126593**

**Regd. Office :** 6-1-91, Shop No. 10, Ground Floor, Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad-500004  
**Corp. Office :** M.No. 6-3-666/A1 to 7, 1st Floor, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad-500082. Ph : 040-23230244  
**E-mail :** [communications@bajajelectronics.in](mailto:communications@bajajelectronics.in) | **Website :** [www.bajajelectronics.com](http://www.bajajelectronics.com)



## **ELECTRONICS MART INDIA LIMITED**

Regd. Office: 6-1-91, Shop No. 10, Ground Floor, Next to Telephone Bhavan,  
Secretariat Road, Saifabad, Hyderabad – 500004 Tel: 040-23230244 Email:  
[communications@bajajelectronics.in](mailto:communications@bajajelectronics.in) Website: [www.electronicmartindia.com](http://www.electronicmartindia.com)

CIN: L52605TG2018PLC126593

### **POSTAL BALLOT NOTICE**

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

Dear Member(s),

Notice of Postal Ballot (“NOTICE”) is hereby given to the Members of the Electronics Mart India Limited (“COMPANY” / “EMIL”) pursuant to section 108, Section 110 and other applicable provisions of the Companies Act, 2013 (the Act), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“THE RULES”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard-2”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular no. 14/2020 dated 8<sup>th</sup> April 2020, General Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020, 23<sup>rd</sup> June 2021, 8<sup>th</sup> December 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 (collectively referred to as ‘MCA Circulars’), and/or any other applicable law, rules or regulations for the time being in force, to transact the item of special business, as set out in this Postal Ballot Notice and to seek approval of the Members through voting by electronic means (“remote e-voting”) for the following items.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

**SPECIAL BUSINESS:**

**TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTIONS AS THE SPECIAL RESOLUTION**

**1. VARIATION IN THE OBJECTS OF THE INITIAL PUBLIC OFFER (IPO)**

**RESOLVED THAT** pursuant to Sections 13 and 27 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 read with Rule 3(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and all other applicable provisions under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and subject to the necessary approvals, if any, required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any duly constituted committee thereof) to vary the terms of the objects referred to in the prospectus of the Company dated 10<sup>th</sup> October 2022 (the “Prospectus”) filed by Company with the Registrar of Companies, Hyderabad and the Securities and Exchange Board of India, including revision in the utilisation of the proceeds from the Initial Public Offer (“IPO”) of the Equity Shares made in pursuance of the said Prospectus, to utilise the balance proceeds from the IPO in relation to the funding of capital expenditure for expansion and opening of stores and warehouse with effect from in the following manner: -

Particulars	Amount to be funded from the Net Proceeds	Amount to be utilised from Net Proceed		
		FY 2023	FY2024	FY 2025
Funding of capital expenditure for expansion and opening of stores and warehouse	1,114.41	149.18	417.87	547.36

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters, things, deal with such matters and take necessary steps in the matter as the Board in its absolute discretion deem necessary or desirable and to settle any question that may arise;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein referred to any committee of Directors or any other officer(s) / authorised representative(s) of the Company to give effect to the aforesaid resolution.”

## **2. APPROVAL FOR INCREASING BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT 2013**

“**RESOLVED THAT** consent of members of the Company be and is hereby accorded, pursuant to Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company or Committee(s) thereof (the Board) to borrow such sum of money, from time to time, at its discretion, with or without security, and on such terms and conditions as the Board may think fit, for the purpose of the business of the Company, such that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 2,000 Crores (Rs. Two Thousand Crores Only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

## **3. APPROVAL FOR THE CREATION OF CHARGE OF THE ASSETS OF THE COMPANY**

“**RESOLVED THAT** consent of members of the Company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company or Committee(s) thereof (the Board) to pledge, mortgage, hypothecate and/or create charge on all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed/floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings;

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such



acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

By order of the Board of Directors

Sd/-

Rajiv Kumar

Company Secretary & Compliance Officer

Date: 28<sup>th</sup> March 2023

Place: Hyderabad

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI LODR Regulations and Secretarial Standard - 2, setting out all material facts and reasons in respect of the items of Special Business set out in this Postal Ballot Notice, are annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and General Circular no. 14/2020 dated 8<sup>th</sup> April 2020, General Circular no. 17/2020 dated 13<sup>th</sup> April 2020, General Circular no. 11/2022 dated 28<sup>th</sup> December 2022, and other relevant circulars (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India (MCA), the Company is permitted to conduct the postal ballot process through electronic form.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as of 24<sup>th</sup> March 2023, i.e., "cut-off date". The Postal Ballot Notice is being sent in electronic form to Members who have registered their email addresses with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding).
4. In compliance with the MCA Circulars referred to above, Regulation 44 of SEBI LODR Regulations read with SEBI Circular dated 9<sup>th</sup> December 2020, on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the resolutions set out in this Postal Ballot Notice. For this purpose, the Company has engaged the services of the Company's registrars KFin Technologies Limited.
5. The remote e-voting period shall commence on Wednesday, 29<sup>th</sup> March 2023 (09:00 hours) India Standard Time (IST) and end on Thursday, 27<sup>th</sup> April 2023 (17:00 hours) (IST), both days inclusive. Members holding equity shares of the Company as of the Cut-off Date, i.e., 24<sup>th</sup> March 2023 ("Eligible Members"), shall be entitled to exercise their voting rights through remote e-voting on the resolution set out in this Notice. If your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).



6. The voting rights of eligible members shall be in proportion to their share in the paid-up equity share capital of the Company as of the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
7. SEBI, vide its Circulars dated 3<sup>rd</sup> November 2021 and 14<sup>th</sup> December 2021, has mandated furnishing PAN, Address with PIN code, Email address, Mobile number, Bank Account details, Specimen signature and Nomination by holders of physical securities. Effective 1<sup>st</sup> January 2022, Grievance Redressal/ Service request can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios. Further, if any one of the cited documents/ details as enunciated in the said circular is not registered with the Company/ RTA by 31<sup>st</sup> March 2023, such folios shall be frozen by the Company/Registrar and Share Transfer Agents of the Company.
8. Members who have not yet registered their email addresses are requested to register/update their email address with their respective Depository Participants (in case of shares held in electronic form) or by sending a request through e-mail to the Company's Registrar and Transfer Agent, i.e. KFin Technologies Limited (in case of shares held in physical form), to get documents/information about the Company promptly.
9. The voting rights for Equity Shares are one vote per Equity Share, registered in the members' name. The voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on 24<sup>th</sup> March 2023 (cut-off date). A person who is not a member on the relevant date should treat this notice for information purpose only.
10. This Postal Ballot Notice will also be available on the website of the Company (<https://www.electronicmartindia.com/>) as well as the relevant section(s) on the websites of Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and the website of KFin Technologies Limited, i.e., the agency providing the remote e-voting services.
11. Voting is being done on the electronic platform only; a member cannot exercise his vote by proxy on a postal ballot. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast a vote again.

12. It is clarified that if a Shareholder fails to provide or update the relevant email ID to the Company/RTA or the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at [www.electronicmartindia.com](http://www.electronicmartindia.com) and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
13. The manner of e-voting by (A) individual shareholders holding shares in demat mode, (B) shareholders other than individual shareholders holding shares in demat mode and (C) shareholders holding shares in physical mode is appearing under "INSTRUCTIONS FOR E-VOTING" in this Notice. Members are requested to carefully read all the instructions given in the Postal Ballot Notice.
14. Members are requested to record their ASSENT (For) or DISSENT (Against) on the resolution set out in this Postal Ballot Notice through remote e-voting, not later than 17:00 hours (IST) on Thursday, 27<sup>th</sup> April 2023, after which the remote e-voting shall not be allowed by RTA.
15. The Board of Directors of the Company has appointed Mr. Vinod Sakaram, of M/s VSSK & Associates, Practicing Company Secretary (M. No.: 23285 CP No.: 8345) as Scrutinizer for conducting this Postal Ballot process through electronic means/remote e-voting in accordance with the law fairly and transparently.
16. The Scrutinizer will submit his report to the Company Secretary of the Company after the completion of the scrutiny. Based on the report of the Scrutinizer, the result of the e-voting by postal ballot will be announced by the Company Secretary of the Company duly authorised within the prescribed time and will be displayed on the website of the Company at <https://www.electronicmartindia.com/> and will also be communicated to the Stock Exchanges, i.e. NSE & BSE and website of e-Voting service provider (Kfin). The results will also be displayed at the Company's Registered and the Corporate Office.
17. The resolution, if passed with the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e., 27<sup>th</sup> April 2023. Further, resolutions passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Members.

18. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice till last date of e-Voting. Members seeking inspection may email [cs@bajajelectronics.in](mailto:cs@bajajelectronics.in) stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.

19. In case of any queries/grievances in relation to the conduct of this postal ballot process, members may contact Registrar and Transfer Agent (RTA), i.e., Kfin Technologies Limited or send a request to Mr. Shyam Kumar, Senior Manager - Corporate Registry at [evoting@kfintech.com](mailto:evoting@kfintech.com).

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **EXPLANATORY STATEMENT ITEM NO. 1**

The members at the Extra-Ordinary General Meeting of the Company held on 19<sup>th</sup> April 2021 had approved the Initial Public Offering ('IPO/Issue') of the equity shares. The net proceeds from the IPO were Rs. 4,686.02 million. Accordingly, the Company has made the IPO through a 100% book building route and raised Rs. 5,000 million ('Gross Proceeds') by issuing 8,47,45,762 Equity Shares of Rs. 10/- each of the Company for cash, at a price of Rs. 59/- per equity share (including securities premium of Rs. 49/- per equity share).

The net issue proceeds, i.e. Gross Proceeds less Issue Expenses, were planned with certain objects ('Identified Objects') as more particularly stated and described under the section titled 'Objects of the Issue' on page 85 of the Prospectus, as were considered appropriate and necessary by the management at that point of time and as detailed under: -

<b>Particulars</b>	<b>Amount to be funded from the Net Proceeds</b>	<b>Amount to be utilised from Net Proceed</b>		
		<b>FY 2023</b>	<b>FY2024</b>	<b>FY 2025</b>
Funding of capital expenditure for expansion and opening of stores and warehouse	1114.41	234.55	469.26	410.60

The Company has fully utilised an amount of Rs. 550 million earmarked for the repayment of certain borrowings availed by the Company and Rs. 816.59 million

towards General Corporate Purposes. Also, the Company utilised Rs. 1,000 million earmarked to fund incremental working capital requirements for FY 2023.

The Company was supposed to utilise Rs. 234.55 million to fund capital expenditure for the expansion and opening of stores and warehouse in FY 2023. However, your Company has utilised Rs. 149.18 million till now. The unutilised amount of Rs. 85.37 million will be utilised in FY 2024 and FY 2025 in accordance with the objects set out in the 'objects of the issue' section and as detailed under: -

Particulars	Amount to be funded from the Net Proceeds	Amount to be utilised from Net Proceed		
		FY 2023	FY2024	FY 2025
Funding of capital expenditure for expansion and opening of stores and warehouse	1,114.41	149.18	417.87	547.36

The breakup of the stores and warehouse proposed to be set up and actually set up by utilising the net issue proceeds earmarked to fund capital expenditure for setting up stores during FY 2023 is as under: -

Format	Location	New stores proposed to be set up in Fiscal 2023	New Stores set up in Fiscal 2023	Shortfall / (Excess)
Multi Brand Outlets (MBOs)	Telangana	2	2	-
	Andhra Pradesh	4	1	3
	NCR	4	5	-1
<b>Total</b>		<b>10</b>	<b>8</b>	<b>2</b>
Exclusive Brand Outlets (EBOs)	Telangana	1	-	1
	Andhra Pradesh	1	-	1
	NCR	-	-	-
<b>Total</b>		<b>2</b>	<b>-</b>	<b>2</b>
<b>Grand Total</b>		<b>12</b>	<b>8</b>	<b>4</b>
Format	Location	New warehouse proposed to be set up in Fiscal 2023	New warehouse set up in Fiscal 2023	Shortfall / (Excess)
Warehouse	NCR	1	1	-

The Company proposes to open the remaining stores in FY 2024 and FY 2025.

Post inclusion of the unutilised amounts from Fiscal 2023 proposed to be deployed across Fiscal 2024 and Fiscal 2025, the breakup of stores proposed to be utilised in Fiscal 2024 and Fiscal 2025 is as follows:

Format	Location	Fiscal 2024	Fiscal 2025	Total
Multi Brand Outlets (MBOs)	Telangana	5	3	8
	Andhra Pradesh	8	13	21
	NCR	5	8	13
<b>Total</b>		<b>18</b>	<b>24</b>	<b>42</b>
Exclusive Brand Outlets (EBOs)	Telangana	-	-	-
	Andhra Pradesh	-	-	-
	NCR	-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total</b>		<b>18</b>	<b>24</b>	<b>42</b>

The Company's strategy to enter a particular market or open a store at a location depends on various factors, including obtaining suitable premises on a lease basis at reasonable rentals for such stores. However, due to the delay in pinpointing suitable premises at reasonable rentals for opening such stores and the lack of commercially viable propositions, the Company has been unable to open the number of stores originally envisaged in the Prospectus.

Further, the management is exploring the possibility of opening Multi-Brand Outlets (MBOs) instead of Exclusive-Brand Outlets (EBOs) from the net issue proceeds, without changing the funds earmarked to fund capital expenditure for the expansion and opening of stores, owing to commercial considerations, including the non-availability of suitable Exclusive-Brand Outlets (EBOs) locations and market conditions at the current time. The Board and the Management intend to continue to enhance shareholder value through strategic initiatives, leading to increased profitability. While the above deployment of the net issue proceeds has been proposed, the Management intends to continue to monitor the market and suitable opportunities on an ongoing basis.

Based on the market analysis and other factors, the management also believes this would be more profitable and in the interest of both, i.e., the Company and its Members. Further, the Company do not see any risk due to the object variation.

In accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the promoters of the Company shall offer an exit offer to the dissenting shareholder, if required to do so in accordance with applicable law.

Hence, it is proposed to vary the objects of the Initial Public Offer. It shall require prior approval of the Company's shareholders by way of a special resolution by postal ballot procedure (e-voting).

In terms of Section 27 of the Companies Act, 2013 read with The Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company shall not vary the terms of the objects referred to in the Prospectus, except subject to the approval of, or except subject to an authority given by the Company by way of a special resolution through Postal Ballot. Accordingly, approval of the Members is sought to vary the objects of the Prospectus. Your Board recommends the resolution for the members approval through Special Resolution.

None of the Directors, KMPs or their relatives is interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any.

#### **EXPLANATORY STATEMENT ITEM NO. 2**

Considering the Company's existing and future financial requirements to support its business operations, it needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit. In this regard, it is required to increase the Company's borrowing limit from the existing Rs. 1,200 Crores to Rs. 2,000 Crores. Section 180(1)(c) of the Companies Act, 2013 provides to borrow money subject to the approval by way of a special resolution of members.

None of the Directors, KMPs or their relatives is interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any.

#### **EXPLANATORY STATEMENT ITEM NO. 3**

To support its business operations, the Company needs additional funds. For this purpose, the Company desires to raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit. It would be necessary to create the charge(s) on the assets or whole or part of the undertaking of the Company. section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval by way of a special resolution of members.



None of the Directors, KMPs or their relatives is interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any.

By order of the Board of Directors

Sd/-

Rajiv Kumar

Company Secretary & Compliance Officer

Date: 28<sup>th</sup> March 2023

Place: Hyderabad

## General information and instructions relating to e-voting

In compliance with 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, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.

E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP), thereby not only facilitating seamless authentication but also for the ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

The remote e-Voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
Wednesday, 29 <sup>th</sup> March 2023 (9.00 a.m. IST)	Thursday, 27 <sup>th</sup> April 2023 (5.00 p.m. IST)

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

Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Details on Step 1 are mentioned below:



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

<p>Individual Shareholders holding securities in demat mode with NSDL</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.nsd.com">https://eservices.nsd.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 the Company’s 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>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 the Company’s name or e-voting service provider’s name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New</p>

	<p>System Myeasi. 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. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e- voting period. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from the e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on eVoting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance: Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact No.: 022- 23058738 / 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free no.: 1800 1020 990 / 1800 22 44 30

Details on Step 2 are mentioned below:

Instructions for institutional members holding shares in demat mode and members holding shares in physical form:

- Initial password is provided in the body of the email.
- Launch the internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password to cast your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to change your password mandatorily. The new password shall comprise minimum of 8 characters with at least one upper case (AZ), one lower case (a-z), one numeric value (09) and a special character (@, #,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Electronics Mart India Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN'; the shares held will not be counted under either head.
- Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During



the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send the scanned image (PDF/ JPG format) of a certified true copy of relevant board resolution/authority letter etc., together with an attested specimen signature of the duly authorised signatory (ies) who is/ are authorised to vote, to the Scrutinizer through e-mail at [acs.vinod@gmail.com](mailto:acs.vinod@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections/ E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below:

Mr. Shyam Kumar, Senior Manager - Corporate Registry

KFin Technologies Limited

(Formerly KFin Technologies Private Limited)

Unit: Electronics Mart India Limited

Selenium Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda, Hyderabad – 500032,

Contact No.: 040-6716 2222 / Toll-Free No.: 1-800-3094-001 E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)