



THE HI-TECH GEARS LTD.

CIN - L29130HR1986PLC081555

Corporate Office: Millennium Plaza, Tower-B, Sushant Lok-1, Sector-27, Gurugram -122009,
Haryana, INDIA Tel.: +91(124) 4715100 E-mail: secretarial@thehitechgears.com

Dated: 28.03.2025

**The Manager,
Listing Department,
National Stock Exchange of India Limited,
“Exchange Plaza”, C-1, Block – G
Bandra - Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Stock code–HITECHGEAR**

**The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001
BSE Stock code–522073**

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”): Notice of Postal Ballot.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI LODR, please find enclosed herewith a copy of the Postal Ballot Notice dated March 25, 2025, together with the Explanatory Statement thereto, seeking consent of the Members of The Hi-Tech Gears Limited (“Company”), on the following special business:

Sr. No.	Description of proposed item	Type of Resolution
1.	Appointment of Mrs. Suchitra Rajendra (DIN: 07962214) as a Non-Executive & Independent Director of the Company	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. Mas Services Limited and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date i.e. **Friday, March 21, 2025.**

The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on **Monday, March 31, 2025, at 09.00 A.M. (IST)** and shall end on **Tuesday, April 29, 2025, at 05.00 P.M. (IST).**

www.thehitechgears.com

Works I: A-589, Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel.: +91(1493) 265000
Regd. Office & Works-II: Plot No. 24,25, 26 Sector-7, IMT Manesar - 122050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200
Works-III: Plot No. SP-146A, Industrial Complex, Bhiwadi - 301019 Rajasthan INDIA
Subsidiaries: The Hi-Tech Gears Canada. Inc. 361, Speedvale Ave W. Guelph, ON N1H 1C7, CANADA
Teutech LLC. 227, Barton St. Emporium. PA 15834, USA



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The Postal Ballot Notice is also available on the Company's website at www.thehitechgears.com.

The above information is received on March 28, 2025, at 04:44 P.M.

You are requested to kindly take the above information on record.

Thanking You

Yours faithfully,

For The Hi-Tech Gears Limited

Naveen Jain

Company Secretary & Compliance Officer

Membership No: - A15237

Encl.: a/a

www.thehitechgears.com

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Tel.: +91 (124) 4715200; Website: www.thehitechgears.com

NOTICE OF POSTAL BALLOT

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

Commencement of e-Voting	End of e-Voting
March 31, 2025 (Monday) at 09.00 A.M. (IST)	April 29, 2025 (Tuesday) at 05.00 P.M. (IST)

Dear Member(s),

THE HI-TECH GEARS LIMITED (“Company”)

NOTICE is hereby given that the resolutions appended herein to be passed by the members of the Company (as on the Cut-off Date i.e. **Friday, March 21, 2025**), through Postal Ballot only by way of **remote e-voting (“e-voting”)** pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with earlier Circulars issued by SEBI (“**SEBI Circulars**”), Secretarial Standard (“**SS-2**”) on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Board of Directors of the Company has appointed Mrs. Akarshika Goel (ICSI Membership No. A29525) partner of Grover Ahuja & Associates, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the resolutions setting out the material facts and the rationale thereof form part of this Postal Ballot Notice (“**Notice**”).

In compliance with Regulation 44 of the SEBI (LODR) Regulations as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote forms part of the ‘**Notes**’ to this Notice.

www.thehitechgears.com

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Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting period will commence on **Monday, March 31, 2025, at 09.00 A.M. (IST)** and will end on **Tuesday, April 29, 2025, at 05.00 P.M. (IST)**.

The e-voting facility will be disabled by NSDL immediately thereafter and the e-voting will not be allowed later than **Tuesday, April 29, 2025, at 05.00 P.M. (IST)**.

The Scrutinizer will submit the report to the Chairman of the Company (“**Chairman**”), or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Notice.

The last date of e-voting, i.e. **Tuesday, April 29, 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS: -

1. Appointment of Mrs. Suchitra Rajendra (DIN-07962214) as a Non-Executive & Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company approval of the Shareholders be and is hereby accorded for appointment of **Mrs. Suchitra Rajendra (DIN- 07962214)**, Non-Executive & Independent Director of the Company to hold office for a term of five (5) consecutive years from the date of her appointment i.e., February 11, 2025 upto February 10, 2030 and not liable to retire by rotation and who has submitted a declaration that she meets the criteria of independence as laid under Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing her candidature for the office of Director.

RESOLVED FURTHER THAT Board of Directors or Executive Chairman or Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution, including necessary documentations such as issuance of appointment letter detailing the terms & conditions, duties & responsibilities (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities.”

**By Order of the Board of Directors
THE HI-TECH GEARS LIMITED**

Sd/-

Naveen Jain

**Company Secretary & Compliance Officer
(Membership No.: A15237)**

Date: 25.03.2025

Place: Gurugram

NOTES:

- a) The explanatory statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts relating to the aforesaid Resolution, additional information and the reasons thereof is annexed hereto and form part of this Notice.
- b) In accordance with the MCA Circulars, this Notice is being sent via email only to the members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) **as on the Cut-off Date i.e. Friday, March 21, 2025** and whose e-mail addresses are registered with the Company/Depositories/Depository Participants/Registrar and Transfer Agent (“RTA”) i.e. Mas Services Ltd. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The same will also be available on the Company’s website at www.thehitechgears.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
- c) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Tuesday, April 29, 2025**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if it is passed at a General Meeting of the Members.
- d) The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days from the conclusion of e-voting and will also be displayed on the Company website www.thehitechgears.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
- e) All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests secretarial@thehitechgear.com or investor@masserv.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- f) In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI (LODR) Regulations, the MCA Circulars and SS-2, the Company has provided remote e-voting facility for its Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
- g) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the **cut-off date i.e. Friday, March 21, 2025**.
- h) The e-voting period **commences on Monday, March 31, 2025, at 09.00 A.M. (IST)** and will end on **Tuesday, April 29, 2025, at 05.00 P.M. (IST)**. Once the vote on the Resolution is cast by the members, the members shall not be allowed to change it subsequently.
- i) Any query/grievance with respect to voting on the Postal Ballot may please be addressed to Mr. Naveen Jain, Company Secretary & Compliance Officer at: Email id: secretarial@thehitechgears.com, Tel No. (0124)-47151000 or to the Registrar and Transfer Agent, MAS Services Limited, at T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110020, e-mail: investor@masserv.com, phone no. +91 11 2638 7281/ 82/ 83

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

The remote e-voting period commences on **Monday, March 31, 2025, at 09.00 A.M. (IST)** and will end on **Tuesday, April 29, 2025, at 05.00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. **Friday, March 21, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, March 21, 2025**.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode in terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. The option will be made available to reach the e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrati on - Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, users will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (Holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 133435 then user ID is 133435001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

I. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

II. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@thehitechgears.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please send Form ISR-1 along with required documents to RTA (i.e. MAS Services Limited, T-34, Second Floor Okhla Industrial Area, Phase-II New Delhi-110020).
2. In case shares are held in demat mode, please generate password as per instructions given under e-voting instructions.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

By Order of the Board of Directors
For THE HI-TECH GEARS LIMITED
Sd/-

Naveen Jain
Company Secretary & Compliance Officer
(Membership No.: A15237)

Date: 25.03.2025
Place: Gurugram

Explanatory Statement under Section 102 of the Companies Act, 2013

The following statement pursuant to Section 102 read with Section 110 of the Act and other applicable provisions, sets out all material facts relating to the business mentioned in resolutions in this Notice:

Item No.1

Appointment of Mrs. Suchitra Rajendra (DIN- 07962214) as a Non-Executive & Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC') the Board of Directors ('Board'), through resolution by circulation passed on February 06, 2025, appointed **Mrs. Suchitra Rajendra (DIN- 07962214)** as the additional Independent director of the Company with effect from February 11, 2025 to hold office of Non-Executive-Independent Director subject to the Shareholders' approval within three (3) months.

Mrs. Suchitra Rajendra has vivid experience of over 30 years in corporate and consulting, she is serving as an Independent Director on the boards of HT Media, one of India's largest publications of news content in India, and holds several key positions with Next Radio Limited, New Mediaworks Limited and Digicontent Ltd (all under the umbrella of HT media). She is also the founder and CEO of QEDHR, a boutique HR consulting firm which supports the CEOs and CHROs to shape organizational culture, develop leadership pipelines, build HR capabilities, and optimize organizational design. Her experience in coaching and developing senior leaders will support the company in nurturing its leadership and preparing for future growth.

Further, In the opinion of the NRC and Board of the Company, Mrs. Suchitra Rajendra fulfils the conditions for her appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations. She is a person of integrity and possesses relevant experience & expertise.

Further, Mrs. Suchitra Rajendra has given a declaration that she meets the criteria of independence as provided under the provisions of Section 149 of the Act and Regulation 16 SEBI (LODR) Regulations.

The terms and conditions relating to the appointment of Mrs. Suchitra Rajendra has been laid out as part of this Notice basis on the recommendation by the NRC and Board of the Company is annexed herewith in **Annexure-I**.

This explanatory statement (together with Annexures thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act and will be available for inspection at the Registered office of the Company by Members of the Company during the e-voting period on all days except Sunday and Bank Holidays during 9:00 A.M. to 5:30 PM.

Further, a brief profile along with additional information of Mrs. Suchitra Rajendra is annexed herewith in **Annexure-I**, mentioning therein the nature of her expertise in specific functional areas and the name of the Company/ies in which she holds/held the position of a director as per the SEBI (LODR) Regulations.

The Board, therefore, recommends the resolution as set out in this Notice for approval of members of the Company by way of a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mrs. Suchitra Rajendra, are concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE-I

ANNEXURE TO THE EXPLANATORY STATEMENT

Information about the directors proposed to be appointed/re-appointed pursuant to Regulation 36 of the SEBI (LODR) Regulations 2015 and Secretarial Standard-2 is furnished below:

Particulars	Mrs. Suchitra Rajendra		
Directors Identification Number (DIN)	07962214		
Date of Birth & Age	13/07/1968 & 56 Years (age)		
Date of Initial appointment	11.02.2025		
Brief Profile (Qualification, Experience & Expertise)	• Mrs. Suchitra Rajendra holds degree of MBA from XLRI, Jamshedpur and BSc in Maths, Physics, and Chemistry from Bangalore University. • She has vivid experience of over 30 years in corporate and consulting, she is serving as an Independent Director on the boards of HT Media, one of India's largest publications of news content in India, and holds several key positions with Next Radio Limited, New Mediaworks Limited and Digicontent Ltd (all under the umbrella of HT media). She is also the founder and CEO of QEDHR, a boutique HR consulting firm which supports the CEOs and CHROs to shape organizational culture, develop leadership pipelines, build HR capabilities, and optimize organizational design. • Earlier in her career, as CHRO of PepsiCo (India Regions), she built a vibrant inclusive culture that strongly upheld the PepsiCo values, managed organizational change, and supported business strategy. The people strategy won accolades within and across the industry. She was also the head of HR for their AsiaPac businesses. • She has also held senior roles like Country Head, CEO, and MD for Colt India Services, and VP of HR for Colt's global operations. • She has extensive experience of working across industries and geographies. She is a champion on DEI (Diversity, Equity and Inclusion), a speaker across organizations and key forums and an executive coach supporting leaders' transition into senior roles and manage change. She also facilitates workshops to build leaders, HR leaders and women.		
Board Membership of other Companies during 2024-25*	1. Next Mediaworks Limited 2. Digicontent Limited 3. HT Digital Streams Limited 4. Next Radio Limited 5. Hindustan Media Ventures Limited		
Chairman/Member of the Committee of the Board of Directors during year 2024-25*	Name of the Company	Name of Committee**	Position Held
			Chairman Member

	Next Mediaworks Limited	AC		✓
		SRC		✓
		NRC	✓	✓
	Next Radio Limited	AC	✓	✓
		NRC	✓	✓
	Digicontent Limited	AC		✓
		NRC	✓	✓
		SRC	✓	✓
		BFC		✓
	HT Digital Streams Limited	CSR Committee		✓
	Hindustan Media Ventures Limited	AC		✓
		SRC	✓	✓
		NRC	✓	✓
		CSR		✓
Details of Remuneration during 2024-25 from Company	Commission and Sitting fee for attending Board and Committee Meetings of the Company.			
Number of Board meetings attended during year 2024-25	1			
Number of shares held in the Company during year 2024-25	NIL			
In case of Independent Director, the skills and capabilities required for the role.	Mrs. Suchitra Rajendra has vivid experience of over 30 years in corporate and consulting. Mrs. Rajendra's diverse background in consulting, HR, and leadership roles positions her uniquely to offer valuable perspectives and guide the company in its growth and governance.			
Relationship with Directors/KMP	None			

*For the purpose of Board and membership of the Committees/Chairmanship, only Indian Companies are considered.

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AC	Audit committee
SRC	Stakeholders Relationship Committee
NRC	Nomination and Remuneration Committee
BFC	Banking and Finance Committee
CSR Committee	Corporate Social Responsibility Committee