



**HITECH CORPORATION LIMITED**  
**CIN: L28992MH1991PLC168235**

**Regd. Office:** 201, 2<sup>nd</sup> Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.  
**Website:** www.hitechgroup.com; **email:** investor.help@hitechgroup.com  
**Tel.:** +91 22 4001 6500 / 2481 6500

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Companies Act**"), and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "**MCA Circulars**"), Regulation 44 and other applicable provisions 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 ("**ICSI**"), and any other applicable laws, rules, guidelines, notifications, circulars and regulations (*including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force*), the following items of special businesses are proposed to be passed by the Members of Hitech Corporation Limited ("**Company**" or "**Hitech**") through Postal Ballot, by way of remote electronic voting process ("**remote e-voting**" / "**e-voting**") only.

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 mentioned in this Postal Ballot Notice and additional information as required under Listing Regulations is also attached. The Board of Directors has appointed Mr. Mayank Arora, Practicing Company Secretary (Membership No.: FCS 10378 and CP 13069), Partner of Mayank Arora and Co, 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 National Securities Depository Limited ("**NSDL**") as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the remote e-voting period which shall commence from **Sunday, March 31, 2024 at 9.00 a.m. IST and end on Monday, April 29, 2024 at 5.00 p.m. IST.**

**SPECIAL BUSINESS:**

**Item No. 1. To approve the appointment of Dr. Anjan Ray (DIN: 03630088) as an Independent Non-Executive Director for a term of 5 years with effect from 7th February 2024.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("**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) read with Schedule IV to the Act and provisions under Regulation 16, 17, 25 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Articles of Association of the Company, Dr. Anjan Ray (DIN: 03630088), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from 7th February 2024, based on the recommendation of the Nomination and Remuneration Committee be and is hereby appointed as an Independent Non-Executive Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years with effect from 7th February 2024.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient in order to give effect to this Resolution and the matters incidental thereto".

**Item No. 2. To approve the appointment of Mr. Jayendra R. Shah (DIN: 00132613) as Non-Executive Non Independent Director of the Company and approval for appointment beyond 75 years of age.**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("**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) read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Jayendra R. Shah (DIN: **00132613**) be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from the date of passing of this Special Resolution.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations including any amendment, modification, variation or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded for appointment of Mr. Jayendra R. Shah (DIN: **00132613**) as Non-Executive Non-Independent Director of the Company beyond the age of 75 years.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient in order to give effect to this Resolution and the matters incidental thereto".

**By Order of the Board  
For Hitech Corporation Limited**

**Ashish Roongta  
Company Secretary &  
Compliance Officer  
Membership No. A35999**

**Place: Mumbai  
Date: 27<sup>th</sup> March 2024**

**Notes:**

1. The relevant Statement(s) pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment are annexed to the Notice and forms part of the Explanatory Statement.
3. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on 22<sup>nd</sup> March 2024.
4. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ RTA/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.hitechgroup.com](http://www.hitechgroup.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited at [www.linkintimeindia.co.in](http://www.linkintimeindia.co.in).
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), Link Intime India Private Limited, Unit: Hitech Corporation Limited, C-101, 247 Park, LBS Road, Vikhroli (West), Mumbai – 400 083.
6. Members who have not registered their email address with the Company/RTA/Depositories, may complete the email registration process as under:
  - i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
  - ii) It is clarified that for permanent registration of e-mail address, shareholders are requested to register their e-mail addresses, in respect of electronic holdings with their concerned Depository Participants.
  - iii) The members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html)

[register.html](#) and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

7. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on 22<sup>nd</sup> March 2024, will be considered for the purpose of e-voting.
8. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
9. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on 22<sup>nd</sup> March 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
10. Members cannot exercise votes by proxy on Postal Ballot.
11. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by National Securities Depository Ltd. (NSDL). The instructions for e-voting are provided as part of this Postal Ballot Notice.
12. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on 29<sup>th</sup> April 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
13. A Member need not use all his/ her/ its votes, nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
14. The Board of Directors of the Company, at its meeting held on 27<sup>th</sup> March 2024, appointed Mr. Mayank Arora (CP No. 13609), Partner, Mayank Arora & Co., Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot only through the e-voting process, in a fair and transparent manner and in accordance with the aforementioned Circulars issued by MCA.
15. The Scrutinizer will submit his report to the Chairman or any person authorised by the Board of Directors after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or the Managing Director or a person duly authorised, who will announce the results of the e-voting latest by 1<sup>st</sup> May 2024 and will also be displayed on the website of the Company ([www.hitechgroup.com](http://www.hitechgroup.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
16. The resolutions, if passed by the requisite majority shall be deemed to have been passed on 29<sup>th</sup> April 2024 i.e., the last date specified for receipt of votes through the e-voting process.
17. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email from their registered email ID to [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com) mentioning their Name, Folio No./ DP ID-Client ID registered address.
18. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).
19. Members seeking any information with regard to any matter set out in the Postal Ballot Notice are requested to write to the Company through an email on [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com)

#### **General information and instructions relating to e-voting;**

- i. Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), "Hitech Corporation Limited" ("the Company"), of which you are a shareholder, is pleased to provide e-Voting facility to its Members through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-Voting

on the Resolutions placed by the Company on the e-Voting system, in respect of the business set out in the Postal Ballot Notice.

- ii. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process, can be downloaded from the link "<https://www.evoting.nSDL.com/>" or [www.hitechgroup.com](http://www.hitechgroup.com)
- iii. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. 22<sup>nd</sup> March 2024 only shall be entitled to avail the facility of e-voting.
- iv. Any shareholder who holds the shares as on the cut-off date i.e., 22<sup>nd</sup> March 2024, may obtain the User ID and password in the manner as mentioned below under "Instructions and other information relating to e-voting":
- v. The e-voting facility will be available during the following period:
  - a) Commencement of e-voting: 9 a.m. (IST) on **Sunday, 31<sup>st</sup> March 2024.**
  - b) End of e-voting: 5 p.m. (IST) on **Monday, 29<sup>th</sup> April 2024.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

**Instructions and other information relating to e-voting:**


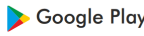


*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are 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>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>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 22 55 33

**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.
- 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.*

- 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 127174 then user ID is 127174001***

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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 is active.
2. Select "EVEN" of company which is 128228.
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 [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto: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 provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.help@hitechgroup.com](mailto:investor.help@hitechgroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013**

**Item No. 1**

The Board of Directors of the Company at their meeting held on 7th February 2024, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Dr. Anjan Ray (DIN: 03630088) as an Additional Director in the capacity of an Independent Director of the Company, with effect from 7th February 2024 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of five consecutive years with effect from 7th February 2024, not liable to retire by rotation, subject to the approval of the Shareholders of the Company through Special Resolution.

Dr. Anjan Ray received his Doctorate in Chemistry from the University of Pennsylvania under the guidance of Nobel Laureate Prof. Alan MacDiarmid. He worked for over 25 years across functions ranging from Quality Control, Technical Service, R&D and Marketing to General Management, Mergers & Acquisitions and Corporate Strategy in chemical industry. His vast knowledge and rich industrial experience in chemical technology and corporate strategy will help the Company immensely. Also, his guidance on renewable energy will help Company immensely towards shifting to renewable energy.

The Company has received declaration from Dr. Anjan Ray (DIN: 03630088) stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to act as Director of the Company.

In the opinion of the Board, Dr. Anjan Ray (DIN: 03630088) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company and is independent of the management. Copy of the consent, declarations and draft letter for appointment of Dr. Anjan Ray (DIN: 03630088) as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members electronically.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and Regulation 16, 17, 25 of the Listing Regulations and any other applicable provisions of the Act and Listing Regulations, the Board recommends passing of the Special Resolution in relation to the appointment of Dr. Anjan Ray (DIN: 03630088) as a Non-Executive Independent Director for term of five consecutive years with effect from 7<sup>th</sup> February 2024.

The brief profile of Dr. Anjan Ray (DIN: 03630088) is given in the Annexure to the Notice pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Dr. Ray has submitted declaration stating that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Except Dr. Anjan Ray (DIN: 03630088), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. Dr. Anjan Ray (DIN: 03630088) is not related to any Director and Key Managerial Personnel of the Company.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Dr. Anjan Ray is provided in Annexure "A" to the Notice.

#### **Item No. 2**

Mr. Jayendra R. Shah (DIN: 00132613) has been on the Board of Directors of the Company since November 2013 as Independent Director and was appointed as Chairperson w.e.f. 7<sup>th</sup> November 2023. His second term as Independent Director will expire on 31<sup>st</sup> March 2024. Mr. Jayendra Shah is a Technocrat and entrepreneur having over 60 years' experience in Plastics and Speciality Chemicals. Since his association from November 2013, the Company has benefited significantly from Mr. Shah's expertise, experience and knowledge in Plastics and Speciality Chemicals. His experience is commensurate with the operations of the Company and therefore his continuation as a Non Executive Non Independent Director would be of immense benefit to the Company.

Further, Company has received consent from Mr. Shah for his appointment as a Non-Executive Non Independent Director of the Company who will be liable to retire by rotation.

As the long term fruitful association with Mr. Shah needs to be preserved and cherished, your Board of Directors recommends based on the recommendation of Nomination and Remuneration Committee and in terms of the applicable provisions of Companies Act, 2013 read with Schedule IV and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends passing of the Special Resolution in relation to the appointment of Mr. Jayendra R. Shah as a Non-Executive Non Independent Director with effect from the date of passing of this special resolution, and holding office beyond 75 years of age to the members for their approval by way of an Special Resolution as set out at Item No. 2 of the accompanying Notice of the Postal Ballot.

Mr. Jayendra R. Shah has given a declaration stating that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Mr. Jayendra Shah is provided in Annexure "A" to the Notice.

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E-mail: investor.help@hitechgroup.com  
website: [www.hitechgroup.com](http://www.hitechgroup.com)

By Order of the Board  
For Hitech Corporation Limited

Ashish Roongta  
Company Secretary &  
Compliance Officer  
Membership No. A35999

Mumbai, 27<sup>th</sup> March 2024



## ANNEXURE A

Additional Information of Directors pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

<b>Name of Director</b>	<b>Dr. Anjan Ray</b>	<b>Mr. Jayendra R. Shah</b>
<b>DIN</b>	<b>03630088</b>	<b>00132613</b>
<b>Age</b>	60 years	90 years
<b>Date of Birth</b>	27 <sup>th</sup> April 1963	12 <sup>th</sup> December 1933
<b>Date of First Appointment on the Board</b>	<b>7<sup>th</sup> February 2024</b>	<b>14<sup>th</sup> November 2013</b>
<b>Qualifications</b>	Ph.D. in Chemistry from the University of Pennsylvania under the guidance of Nobel Laureate Prof. Alan MacDiarmid.	BSc (Hons), BSc (Tech) & MSc (Tech) in Plastics.
<b>Experience</b>	Dr. Ray received his Doctorate in Chemistry from the University of Pennsylvania under the guidance of Nobel Laureate Prof. Alan MacDiarmid. He worked for over 25 years across functions ranging from Quality Control, Technical Service, R&D and Marketing to General Management, Mergers & Acquisitions and Corporate Strategy in chemical industry. His professional interests have spanned fields as diverse as surfactants, oleochemicals, paints, adhesives, textiles, cosmetics, pharmaceuticals, water treatment, energy efficiency, biofuels and renewable energy policy. Currently, he holds the position of Director – CSIR-Indian Institute of Petroleum and is the Chairman of PCD1 from November 2016. Apart from his professional career in chemical technology, Dr. Ray has had an active interest in media, education, heritage and environmental conservation for over 3 decades.	Mr. Jayendra Shah is a Technocrat and entrepreneur having over 60 years experience in Plastics and Speciality Chemicals. He started his career with M/s Chika Ltd in plastics and chemicals department and served there for 29 years as Divisional Manager (Chemicals). He is the founder of Jayvee Organics & Polymers Pvt. Ltd. Earlier, he served as a Director of Colortech India Pvt. Ltd., Bluebell Polymers Pvt. Ltd. and Enteck Polymers Limited. Currently, he is an Independent Director of Hitech Corporation Limited since 2013. He is also a Director of Goldstab Organics Pvt. Ltd. He was recognized by Manjushree Technopack Ltd. for his outstanding contribution to the plastics packaging industry. He is also a board member of the Institute of Chemical Technology (formerly UDCT). He has served as a Board member and Vice Chairman of the Indian Institute of Packaging, Founder Chairman and President of Indian Plastic Institute, Vice President of Polymer Processing Academy and Member of the Board of Central Institute of Plastic Engineering & Technology (CIPET). He was conferred with the Distinguished Alumnus Award of Institute of Chemical Technology (formerly UDCT), recipient of the Lifetime Achievement Award from Indian Plastic Institute and Lifetime Achievement Award from Modern Plastic India publication. He was also the Founder Treasurer of PlastIndia Foundation.
<b>Terms and conditions of appointment including remuneration sought to be paid</b>	Dr. Anjan Ray shall be appointed as a Non-Executive Independent Director for a term of five years.  He shall be paid sitting fees and commission in accordance with the provisions of the law.	Mr. Jayendra Shah shall be appointed as a Non-Executive Non-Independent Director, liable to retire by rotation.  He shall be paid sitting fees and commission in accordance with the provisions of the law.

<b>Other Directorships</b>	<ul style="list-style-type: none"> <li>• Hitech Specialities Solutions Limited (Non-Executive Independent Director)</li> </ul>	<ul style="list-style-type: none"> <li>• Geetanjali Trading and Investments Private Limited</li> <li>• Jayvee Organics and Polymers Private Limited</li> <li>• Goldstab Organics Private Limited</li> </ul>
<b>Memberships/Chairmanships of Committees</b>	NIL	<b>Hitech Corporation Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee – Member (till 31.03.2024)</li> <li>• Nomination and Remuneration Committee – Member (till 31.03.2024)</li> <li>• Stakeholder Relationship Committee – Chairman (till 31.03.2024)</li> <li>• CSR Committee – Chairman (till 31.03.2024)</li> </ul>
<b>Shareholding in the Company</b>	NIL	1800
<b>Relationship with other Directors, Managers, Key Managerial Personnel (KMP)</b>	None	None
<b>Number of Board Meetings attended during the year</b>	1	5