



email : [info@mtar.in](mailto:info@mtar.in) website : [www.mtar.in](http://www.mtar.in)

CIN No : L72200TG1999PLC032836

**POSTAL BALLOT NOTICE**

**MTAR TECHNOLOGIES LIMITED**

CIN: L72200TG1999PLC032836

Regd. Off: 18, Technocrats Industrial Estate, Balanagar, Hyderabad,  
Telangana – 500 037;

Ph: 040-44553333/23078312

Website: [www.mtar.in](http://www.mtar.in) ; Email: [naina.singh@mtar.in](mailto:naina.singh@mtar.in)

**NOTICE OF POSTAL BALLOT**

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

<b>E-Voting Starts on</b>	<b>E-Voting Ends on</b>
Tuesday, February 18, 2025 at 9.00 AM IST	Wednesday, March 19, 2025 at 5.00 PM IST

Dear Member(s),

**NOTICE** is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) (including any statutory modifications or reenactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**‘SS- 2’**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the **‘MCA Circulars’**) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing a special / ordinary resolution, by way of postal ballot through voting by electronic means.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the appended Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (**‘Notice’**). In terms of the requirements specified in the MCA Circulars, MATR Technologies Limited (**‘Company’**) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged the services of Kfin Technologies Limited (**‘Kfin’**) for the purpose of providing remote e-voting facility. The Members are requested to read the instructions in the Notes appended to this Notice to cast their vote electronically. The Notice is also available on the website of the Company at [www.mtar.in](http://www.mtar.in). Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR/YES) or dissent (AGAINST/NO) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Wednesday, March 19, 2025**. The remote e-voting facility will be disabled by CDSL immediately thereafter.



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Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on February 06, 2025, has appointed Mr. S Sarweswara Reddy, Practicing Company Secretary (Membership No. FCS 12619, CP No. 7478) as Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner and she has communicated her acceptance to be appointed and she will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Based on the Scrutinizer's Report, the results of remote e-voting will be announced on or before **Thursday, March 20, 2025**. The declared Results along with Scrutinizer's Report will be available forthwith on the Company's website at - [www.mtar.in](http://www.mtar.in) and on Kfin's website at - <https://evoting.kfintech.com/> and will also be communicated to the BSE Limited and National Stock Exchange of India Limited, being the stock exchanges where equity shares of the Company are listed. Further, the same shall also be displayed for three days on the notice board of the Company at its Registered Office.

You are requested to record your assent or dissent only by means of e-voting system provided by the Company.

The Board of Directors in their meeting held on Monday, February 10, 2025 sought to seek the member's approval by way of Postal Ballot/ E-Voting for the items listed in this Notice.

**ITEM NO. 1: Appointment of Mr. Rohith Loka Reddy as a Non-Executive Director of MTAR Technologies Limited.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 including other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for time being in force], pursuant to the provisions of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rohith Loka Reddy (DIN - 06464331) who was appointed as an Additional Director (Non-Executive Non-Independent Category) of the Company with effect from February 10, 2025, under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. P. Srinivas Reddy, Managing Director or Ms. Naina Singh, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Mr. Rohith Loka Reddy as a Non-Executive Director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

**By Order of the Board  
For MTAR Technologies Limited**

Sd/-  
**Naina Singh**  
**Company Secretary and Compliance Officer**  
**ACS: 68201**

Hyderabad, dated this 17<sup>th</sup> day of February 2025



## NOTES

### Instructions for remote e-voting:

The Company has availed the services of KFin Technologies Limited (“KFin”) for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM (Insta Poll).

- a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Friday, February 14, 2025 (Cut-off date) only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on Tuesday, February 18, 2025 at 9:00 a.m. IST and ends on Wednesday, March 19, 2025 at 5:00 p.m. IST. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- b) 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.
- c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Kfin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Kfin.
- d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby facilitating seamless authentication and convenience of participating in e-voting process.

### The procedure for remote e-voting is as under:





- A. **The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:**

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting</li></ol>
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	<p>option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly.</p> <ol style="list-style-type: none"><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</li></ol>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</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 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 or joining virtual meeting and voting during the meeting.</li></ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store             Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>

**Important note:** Shareholders 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. CDSL and NSDL:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

**B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:**

- i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
  - Enter the login credentials i.e., user id and password mentioned below:

For Members holding shares in Demat Form:-

- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - b) For CDSL: 16 digits beneficiary ID
- For Members holding shares in Physical Form:
    - **Event no.** i.e. 8658, followed by Folio Number registered with the Company.
    - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.



- **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. 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.

- iv. On successful login, the system will prompt you to select the EVENT i.e., 8658.
- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote 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.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Friday, February 14, 2025.
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, February 14, 2025, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

- a) Send SMS: MYEPWD <space>

E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:



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MYEPWD <SPACE> IN12345612345678

Example for CDSL :

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- b) On the home page of <https://evoting.kfintech.com>, click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. 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 <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.



**EXPLANATORY STATEMENT  
[PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013]**

**ITEM NO. 1: Appointment of Mr. Rohith Loka Reddy as Non-Executive Director of MTAR Technologies Limited**

Pursuant to section 149, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors at their meeting held on 10<sup>th</sup> February 2024, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved appointment of Mr. Rohith Loka Reddy, as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from 10<sup>th</sup> February 2024.

The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 – intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- (ii) (ii) Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- (iii) (iii) A notice in writing by a member proposing her candidature under section 160(1) of the Act;
- (iv) (iv) Form MBP-1 – disclosing her concerns or interests in other company(ies) in terms of section 184(1) of the Act.

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed Mr. Rohith Loka Reddy as an Additional Director (Non-Executive Non-Independent Category) of the Company being liable to retire by rotation, for a period of five years with effect from February 10, 2025, subject to the approval of the Members.

Mr. Rohith completed his Bachelors in Science in Economics-Finance from Bentley University, Boston, USA. Mr. Rohith began his career at the Manulife Global Strategic Income team, where he played a pivotal role in managing a \$20 billion USD portfolio.

In 2014, after earning his Post graduate degree in management from the Indian School of Business, he joined his family's stock broking firm, Northeast Broking Services Limited (NEBSL). After joining NEBSL, where he was able to transform the company both from a technology and a business perspective which has resulted in NEBSL today having the highest turnover for a stock broker based out of Telangana. Further demonstrating his entrepreneurial spirit, Mr. Rohith also founded EZFINANZ, an NBFC that has grown steadily under his leadership and today has over 2 lakh customers.

More recently, he has made his mark in the field of investment in distressed entities, with his latest achievement being the acquisition of Viceroy Hotels Limited. In addition to these achievements, Mr. Rohit serves as a Director in the Association of National Exchanges Members of India (ANMI), contributing to the broader financial community. His expertise is further solidified by his qualifications as both a CFA charter holder and a Financial Risk Manager (FRM).

The Nomination and Remuneration Committee (“NRC”) has identified certain skills and capabilities required by the Directors of the Company. The skills set possessed by Mr. Rohith Reddy are aligned to those identified by NRC pertaining to his expertise in the finance and investment.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 1 of the accompanying postal ballot notice for the approval by the Members of the Company as an Ordinary Resolution.

Except Mr. Rohith Loka Reddy and Mr. P. Srinivas Reddy, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.





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### Additional Information for Resolution no. 1: Details of Director seeking Appointment

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings

<b>Name of the Director</b>	Rohith Loka Reddy
<b>DIN</b>	06464331
<b>Date of Birth</b>	06/05/1988
<b>Age</b>	36 Years
<b>Date of first appointment on the Board</b>	February 10, 2025
<b>Qualifications</b>	Masters of Business Administration (MBA) from Indian School of Business. Bachelors in Science in Economics-Finance from Bentley University, Boston, USA
<b>Expertise in specific functional areas and Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Finance and Investment
<b>Terms and conditions of appointment</b>	Mr. Rohith Loka Reddy was appointed as an Additional Director in non – executive Category w.e.f February 10, 2025 and will be appointed for 5 years from the date of appointment subject to approval of the shareholders.
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	The remuneration payable to Mr. Rohith Loka Reddy shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination and Remuneration Policy of the Company.
<b>Directorships in other listed Companies (excluding foreign companies)</b>	1. Association of National Exchanges Members of India 2. Sai Roshni Capital Private Limited
<b>Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)</b>	NIL
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	NIL
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable



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<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	Mr. Rohith is the nephew of Mr. P. Srinivas Reddy, Managing Director
<b>No. of shares held:</b>	NIL
<b>(a) Own</b>	NA
<b>(b) For other persons on a beneficial basis</b>	NA

**By Order of the Board  
For MTAR Technologies Limited**

Sd/-  
**Naina Singh**  
**Company Secretary and Compliance Officer**  
**ACS: 68201**

Hyderabad, dated this 17<sup>th</sup> day of February 2025