

# MOTHERSON TECHNOLOGY SERVICES LIMITED

(FORMERLY MOTHERSONSUMI INFOTECH & DESIGNS LIMITED)

Regd. Off. 2<sup>nd</sup> Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi – 110044

Office: C- 26, Sector- 62, Noida- 201309, U.P. Tel No. +91-120-4365555, Fax No. +91-120-4365556

Website: mind- infotech.com, email- [info@mind-infotech.com](mailto:info@mind-infotech.com) CIN No.: U67120DL1985PLC020695

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting of the members of MothersonSumi Infotech and Designs Limited will be held at Shorter notice on Thursday, the 29<sup>th</sup> day of September 2022 at 1.30 P.M. through **Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** to transact the following businesses

### ORDINARY BUSINESS:

1. To consider and adopt :
  - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN No 00048584) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Ms. Lata Unnikrishnan (DIN No 08391470) who retires by rotation and being eligible offers herself for re-appointment

**BY ORDER OF THE BOARD  
FOR MOTHERSON TECHNOLOGY SERVICES LIMITED  
(FORMERLY MOTHERSONSUMI INFOTECH & DESIGNS  
LIMITED)**

**DATE : 26.09.2022**

**PLACE: NOIDA**

**Sd/-  
Lata Unnikrishnan  
(Director)  
DIN No- 08391470**

### **Registered Office:**

2nd Floor, F-7, Block B-1,  
Mohan Co-operative Industrial Estate,  
Mathura Road, New Delhi – 110 044  
CIN – U67120DL1985PLC02069

### **NOTES :**

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other

Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") ,the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 & Secretarial Standard-2 relating to the Special Business to be transacted at the meeting is annexed hereto.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
5. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card to MCS Share Transfer Agent Limited at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant
6. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. The members and participants are allowed to pose questions concurrently or may send their questions in advance at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) (designated email id).
8. 37th Annual General Meeting has been convened through Video Conferencing in Compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
9. **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

The Company will provide VC / OAVM facility to its Members for participating at the AGM and Members will be able to attend the AGM through VC / OAVM. All members who have joined the meeting through VC are entitled to vote by show of hands at the meeting.

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting**

<b>Name of Director</b>	<b>Mr. Laksh Vaaman Sehgal</b>	<b>Ms. Lata Unnikrishnan</b>
Director Identification No.	00048584	08391470
Date of Birth	29.11.1982	07.10.1967
Date of first Appointment on the Board	24.09.2019	10.02.2020
Qualification	MBA	Post graduate diploma in IRPM and HRM.
Experience in specific Functional area	He has a MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo. He has a rich experience of working with major companies of the Motherson Group.	Rich experience of 32 years in dealing in HR issues in automobile and related industry.
Remuneration last drawn from Company (in ₹)	Mr. Laksh Vaaman Sehgal is not entitled for any remuneration from the Company.	Ms. Lata Unnikrishnan is not entitled for any remuneration from the Company.
Remuneration sought to be paid	Nil	Nil
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation	Liable to retire by rotation
Number of Board Meetings attended during the year*	4	4
Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company	Mr. Laksh Vaaman Sehgal is son of Mr. V. C. Sehgal, Chairman of the Company	-
Membership/ Chairmanship of the Committee of the Company	NIL	Nil
Directorship held in other companies	(i) Samvardhana Motherson Adsys Tech Limited (ii) CIM Tools Private Limited (iii) Motherson Sumi Wiring India Limited (iv) Motherson Air Travel Agencies Limited (v) Motherson Auto Solutions Limited (vi) Global Environment Management (FZE) (vii) MSSL Mauritius Holdings Limited (viii) Samvardhana Motherson Holding (M) Private Limited (ix) SMR Automotive Holding Hong Kong Ltd.	Ms Global India Automotive Private Limited

	<p>(x) SMR Automotive Mirrors Stuttgart GmbH</p> <p>(xi) SMR Automotive Beteiligungen Deutschland GmbH</p> <p>(xii) SMR Automotive Mirror Systems Holding Deutschland GmbH</p> <p>(xiii) SMR Automotive Mirrors UK Ltd.</p> <p>(xiv) SMR Automotive Mirror Part and Holdings UK Limited</p> <p>(xv) SMR Mirror UK Limited</p> <p>(xvi)MSSL Consolidated Inc., USA</p> <p>(xvii) Samvardhana Motherson Automotive Systems Group B.V.</p> <p>(xviii) SMR Automotive Technology Holdings Cyprus Limited</p> <p>(xix) Samvardhana Motherson Reflectec Group Holdings Ltd.</p> <p>(xx) Motherson Innovations Company Limited, U.K.</p> <p>(xxi) Motherson Innovations Deutschland GmbH</p> <p>(xxii) MSSL Estonia WH OÜ</p> <p>(xxiii) Motherson Ossia Innovations LLC</p> <p>(xxiv) Motherson Innovations LLC</p> <p>(xxv) Yujin SMRC Automotive Techno Corp.</p> <p>(xxvi) Samvardhana Motherson Corp. Management Shanghai Co. Ltd.</p> <p>(xxvii) Samvardhana Motherson Automotive Systems Group B.V.</p> <p>(xxviii) SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Şirketi</p> <p>(xxix) SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi</p> <p>(xxx) SMP Deutschland GmbH (Member of Supervisory Board)</p> <p>(xxxi) PKC Group Ltd.</p> <p>(xxxii) Samvardhana Motherson International Limited</p> <p>(xxxiii) Advantedge Technology Partners Private Limited</p> <p>(xxxiv) Renu Farms Private Limited</p> <p>(xxxv) Motherson Auto Limited</p>	
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	<p>(xxxvi) Shri Sehgal's Trustee Company Private Limited  (xxxvii) Samvardhana Mother'son Employees Benefit Limited  (xxxviii) ATAR Mauritius Pvt. Ltd.  (xxxix) JSRR Holdings (M) Pvt. Ltd.  (xl) Radha Rani Holdings Pte. Ltd.  (xli) Advance Technologies and Automotive Resources Pte. Ltd.  (xlii) Son Grows Systems Limited</p>	
Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board	<p>Mr. Laksh Vaaman Sehgal is a non-executive director on the Board of Samvardhana Mother'son International Limited (Formerly known as Mother'son Sumi Systems Limited) (SAMIL), listed at BSE and NSE.  Mr. Laksh Vaaman Sehgal is member on the following committee of SAMIL  (a) Audit Committee, Member;  (b) Risk Management Committee, Member;  (c) Nomination and Remuneration Committee, Member;  (d) Corporate Social Responsibility Committee, Member;  (e) Share Transfer Committee, Chairman;  (f) Committee of Directors (Strategic Business Matters), Chairman;  (g) Committee of Directors (Administrative Matters), Chairman; and  (h) Global Sustainability Committee, Chairman.</p> <p>Mr. Laksh Vaaman Sehgal is a non-executive director on the Board of Mother'son Sumi Wiring India Limited (MSWIL) listed at BSE and NSE.  Mr. Laksh Vaaman Sehgal is member on the following committee of MSWIL  a) Audit Committee</p>	nil

	<p>(b) Nomination and Remuneration Committee  (c) Stakeholder Relationship Committee</p> <p>(d) Risk Management Committee  (e) Sustainability Committee – Chairman  (f) Committee of Directors (Administrative Matters)- Chairman  (g) Share Transfer Committee – Chairman</p>	
Number of shares held in the Company (as on March 31, 2022)	100021	nil