

MOTHERSON TECHNOLOGY SERVICES LIMITED

(Formerly known as MothersonSumi Infotech & Designs Limited)

Regd. Off. 2nd 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

CIN No.: U67120DL1985PLC020695

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Motherson Technology Services Limited (formerly MothersonSumi INfotech and Designs Limited) (“MTSL” or “Company”) is scheduled to held at shorter notice on Thursday, February 01, 2024 at 01:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively read with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India, (“MCA Circulars”) to transact the following business:

SPECIAL BUSINESS

1. APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re- enactment thereof) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for increase in the Authorized Share Capital of the Company from the existing authorized share capital of INR 112,00,00,000 (Indian Rupees One Hundred Twelve Crore only) comprising of 10,40,00,000 (Ten Crore Forty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 80,00,000 (Eighty Lac) Preference Shares of INR 10/- (Indian Rupees Ten Only) each to INR 142,00,00,000 (Indian Rupees One Hundred Forty Two Crore Only) comprising of 13,40,00,000 (Thirteen Crore Forty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 80,00,000 (Eighty Lac) Preference Shares of INR 10/- (Indian Rupees Ten Only) each by creation of additional 3,00,00,000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each ranking pari-passu in all respect with the Existing Equity Shares of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Committee of Directors) be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals as may be necessary for giving effect to this resolution.”

2. APPROVAL FOR AMENDMENT IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13,61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed thereunder,

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consent of the Shareholders of the Company be and is hereby accorded to the Board for the substitution of the present clause V of Memorandum of Association of the Company with the following clause:

- V. "The Share Capital of the Company is INR 142,00,00,000 (Indian Rupees One Hundred Forty Two Crore Only) comprising of 13,40,00,000 (Thirteen Crore Forty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 80,00,000 (Eighty Lac) Preference Shares of INR 10/- (Indian Rupees Ten Only) each."

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

sd/-

SURBHI SEHGAL

DATE : 27-01-2024

PLACE: NOIDA

COMPANY SECRETARY

M.NO. A54552

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

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NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively read with General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”), permitted convening the Extra Ordinary General Meeting (“EGM” / “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 EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, concerning the business under Item No. 1 & 2 of the Notice is annexed hereto.
3. Members attending the meeting through VC/OAVM facility will be counted as quorum. There is no requirement for appointment of proxies, since the requirement of physical presence has been dispensed with. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available for the Extra General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, pursuant to Section 113 of the Act, Corporate Members are entitled to appoint their authorised representatives to attend and vote on their behalf at the meeting and are required to send through their registered email address, a certified scanned copy of the Board resolution of such authorisation at surbhi.sehgal@motherson.com.
4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Notice of the Extra Ordinary General Meeting 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 Extra Ordinary General Meeting will also be available on the Company’s website. Members can attend and participate in the Extra Ordinary General Meeting through VC/OAVM facility only.
6. For receiving all communication 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.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant
7. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

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8. Extra Ordinary General Meeting has been convened through Video Conferencing in Compliance with applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars.

9. **PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**

The Company will provide VC / OAVM facility to its Members for participating at the EGM and Members will be able to attend the EGM through VC / OAVM.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item no. 1 & 2

For meeting the fund requirements of the company it is proposed to increase the Authorised Share Capital of the Company from the existing authorized share capital of INR 112,00,00,000 (Indian Rupees One Hundred Twelve Crore only) comprising of 10,40,00,000 (Ten Crore Forty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 80,00,000 (Eighty Lac) Preference Shares of INR 10/- (Indian Rupees Ten Only) each to INR 142,00,00,000 (Indian Rupees One Hundred Forty Two Crore Only) comprising of 13,40,00,000 (Thirteen Crore Forty Lac) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 80,00,000 (Eighty Lac) Preference Shares of INR 10/- (Indian Rupees Ten Only) each by creation of additional 3,00,00,000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each ranking pari passu in all respect with the Existing Equity Shares of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

**BY ORDER OF THE BOARD FOR MOTHERSON TECHNOLOGY SERVICES
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