

# MOTHERSON TECHNOLOGY SERVICES LIMITED

(Formerly known as 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

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 Tuesday, March 19, 2024 at 11:30 A.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 SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY OF DELHI TO THE STATE OF MAHARASHTRA (MUMBAI) AND ALTERATION OF CLAUSE II OF MEMORANDUM OF ASSOCIATION 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 Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government power delegated to Regional Director and such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from “National Capital Territory of Delhi” to the “State of Maharashtra” (Mumbai) and that Clause II of the Memorandum of Association of the Company be accordingly substituted by the following clause:

“**II. The Registered Office of the Company will be situated in the State of Maharashtra.**”

**RESOLVED FURTHER THAT** upon confirmation of the resolution by the Regional Director, the Registered Office of the Company be shifted from the National Capital Territory (NCT) of Delhi to such place in the State of Maharashtra (Mumbai) as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

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

sd/-

**SURBHI SEHGAL**

**COMPANY SECRETARY  
M.NO. A54552**

**DATE : MARCH 13, 2024**

**PLACE: NOIDA**

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 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 ("MCA") (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 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](mailto: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](mailto: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

Presently, the Company's Registered Office is located at 2<sup>nd</sup> Floor, F-7, Block B-1 Mohan Cooperative Industrial Estate, Mathura Road, Delhi 110044 in the National Capital Territory (NCT) of Delhi. The Board of Directors of your Company at their meeting held on February 09, 2024 has approved the proposal to shift the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Maharashtra- Mumbai" inter alia considering following reason:

- To carry on the business of the Company more economically and efficiently.

The shifting of registered office of the Company to the State of Maharashtra (Mumbai) will not be prejudicial to the interest of any employees, shareholders, creditors or any of its other stakeholders.

As per provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014, such shifting of Registered Office of the Company from one State to another State requires alteration to Clause II of Memorandum of Association of the Company and shareholder's approval by way of special resolution. Further the Company is also required to take approval of the Central Government (power delegated to the Regional Director). Accordingly, The Board of Directors of the Company has recommended the resolution as set out above in Item No. 1 for approval of the members by way of special resolution.

All Statutory Registers and other material documents referred to in the Notice are open for inspection at the registered office of the company during working hours on all working days of the company upto the date of this General Meeting and at the venue of the Meeting for the duration of the Meeting.

None of the Director, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution as set out in Item No. 1 except as members of the Company.

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

sd/-

**SURBHI SEHGAL**

**DATE : MARCH 13, 2024**

**PLACE: NOIDA**

**COMPANY SECRETARY**

**M.NO. A54552**

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