

MOTHERSON TECHNOLOGY SERVICES LIMITED

Regd. Off. Unit 705, C wing, One BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra-400051

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

Website: <https://www.mothersontechnology.com> email- info@mind-infotech.com CIN No.: U67120MH1985PLC429692

NOTICE OF 39th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th (Thirty-Ninth) Annual General Meeting ('AGM') of Motherson Technology Services Limited ("MTSL" or "Company") is scheduled to be held on Thursday, September 26, 2024 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(s):

ORDINARY BUSINESS:

1. To consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Bimal Dhar (DIN: 00297938), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Yuichi Shimizu (DIN: 10059731) as a Director of the Company, as an Ordinary Resolution

"RESOLVED THAT Mr. Yuichi Shimizu (DIN: 10059731) who was appointed as an Additional Director with effect from August 21, 2024, by the Board of Directors of the Company, pursuant to Section 161(1) of the Act and Articles of Association of the Company be and is hereby appointed as a Director of the Company, who will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Ravi Mathur (DIN: 08396353) as an Independent Director of the Company, as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or reenactment thereof for the time being in force, Mr. Ravi Mathur (DIN: 08396353) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from May 27, 2024 pursuant to provisions of Section 161(1) of the Act read with Articles of Association of the Company, be and is hereby appointed as an

Independent Director, not liable to retire by rotation and to hold office as such for a term of five (5) years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

By order of Board of Motherson Technology Services Limited

sd/-

Surbhi Sehgal
Company Secretary
M. No. A54552

Place: Noida

Date: August 21, 2024

Registered Office Address:

Unit 705, C Wing, ONE BKC
G Block, Bandra Kurla Complex Bandra East,
Mumbai, Maharashtra – 400051.

NOTES:

1. A statement under Section 102 of the Companies Act, 2013 (“**the Act**”), concerning the business under Item No. 3 & 4 of the Notice is annexed hereto. The relevant details as required under the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), of persons seeking appointment/re-appointment is also annexed hereto.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), physical attendance of the Members to the Annual General Meeting (“AGM”) venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and thus the attendance slip is not attached to this notice. The deemed venue shall be the Registered Office of the Company.
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 of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and the proxy form is not annexed hereto. 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 AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:** In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
6. 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 at admin@mcsregistrars.com.
 - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participant or with the Company.
7. In case of joint holders attending the Meeting then that one of such persons so present whose name stands first or higher on the Register of Members in respect of such shares shall alone be entitled to vote at the AGM.
8. Voting by the members shall be done in the following manner:
 - by way of show of hands unless poll is demanded.
 - where the Poll is demanded it will take place by way of email in following manner:
 - during the meeting, where a poll on any item is demanded, the members shall cast their vote on the resolutions only by sending emails through their email addresses

which are registered with the company. The said emails shall only be sent to surbhi.sehgal@motherson.com (designated email address).

- the confidentiality of the password and other privacy issues associated with the designated email address is strictly maintained by the company at all times.
- due safeguards with regard to authenticity of email address(es) and other details of the members shall also be taken by the company.
- in case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.

9. The Register of Director(s) and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in this Notice will be available electronically for inspection by the Members during the AGM. All the documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to surbhi.sehgal@motherson.com. Further, Members seeking any information with regard to the accounts or any matter to be placed at the AGM, may write to the Company on or before September 23, 2024 through email at surbhi.sehgal@motherson.com. The same will be replied by the Company suitably.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NO. 3 AND 4 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.

Item No. 3

The Board of Directors of the Company in its meeting held on August 21, 2024 appointed Mr. Yuichi Shimizu (DIN: 10059731) as Director on the Board of your company, liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 (hereinafter referred to as "the Act") and applicable provisions of the Articles of Association of the Company, as amended from time to time.

Further, a brief profile of the Director and other requisite details, pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

The members may note that pursuant to the Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act, approval of shareholders by way of an Ordinary Resolution be and is hereby sought for the appointment of Mr. Yuichi Shimizu on the Board of Directors, liable to retire by rotation as mentioned in the enabling resolution.

The Board of Directors considers that Mr. Yuichi Shimizu's appointment as a Director would be of immense benefit to the Company and accordingly recommends their appointment to the members of the Company.

Except for Mr. Yuichi Shimizu to the extent of his appointment, none of the other Directors/ Key Managerial Personnel and their relative(s) are concerned or interested, in the said resolution.

The Board recommends the resolution for the approval of the members.

Item No. 4

The Board of Directors of your Company in its meeting held on May 27, 2024, appointed Mr. Ravi Mathur (DIN: 08396353), as an Additional Director of the Company in capacity of Independent Director subject to the approval of the shareholders of the Company for a term of five (5) years.

Further, a brief profile of the Director and other requisite details, pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

The members may note that pursuant to Section 161 of the Companies Act, 2013 (hereinafter referred to as the "Act") and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company.

Accordingly, pursuant to the provisions of Section 161 of the Act, approval of shareholders by way of a Special Resolution be and is hereby sought for the appointment of Mr. Ravi Mathur as a Non-Executive Independent Director on the Board of Directors for a term of five (5) years, not liable to retire by rotation as mentioned in the enabling resolution.

The Board of Directors considers that Mr. Ravi Mathur's appointment as an Independent Director would be of immense benefit to the Company and thus recommends his appointment on the Board of the Company.

Mr. Mathur had provided a declaration that he is not disqualified to be appointed as Director in accordance with Section 164(2) of the Act, disclosure of his interest in accordance with the provisions of Section 184(1) of the Act and declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

Except for Mr. Ravi Mathur to the extent of his appointment, none of the other Directors/ Key Managerial Personnel and their relative(s) are concerned or interested, in the said resolution.

The Board recommends the resolution for the approval of the members.

By order of Board of Motherson Technology Services Limited

sd/-

Surbhi Sehgal
Company Secretary
M. No. A54552

Place: Noida
Date: August 21, 2024

Registered Office Address:
Unit 705, C Wing, ONE BKC
G Block, Bandra Kurla Complex Bandra East,
Mumbai, Maharashtra – 400051.

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (Pursuant to SS-2 on General Meeting)

| | | | |
|--|---|---|--|
| Name of Director | Mr. Ravi Mathur | Mr. Yuichi Shimizu | Mr. Bimal Dhar |
| Director's Identification No. | 08396353 | 10059731 | 00297938 |
| Date of Birth | 10/08/1954 | 27/06/1969 | 14/06/1953 |
| Date of first Appointment on the Board | May 27, 2024 | August 21, 2024 | January 30, 2001 |
| Qualification | Master of Arts (History) | Bachelor's degree in Business Administration from Hitotsubashi University (Tokyo, Japan). | Master's in Mechanical Engineering |
| Nature of expertise in specific Functional area | He has over four decades of professional experience in the Administration Department, Hospitality and related business. | He has over 3 decades of wide-ranging professional experience and has attained strong background of Leadership, Customer Relation, Finance, Merger and Acquisition, Risk Management, Compliance and Labor Management. | He has more than three decades rich experience in the field of Automobile Industry. He has also been associated with the companies in the designing business in the Automobile Industry. |
| Remuneration last drawn from Company (in ₹) | Nil | Nil | Nil |
| Terms and Conditions of appointment / re-appointment | Not liable to retire by rotation | Liable to retire by rotation | Liable to retire by rotation |
| Number of Board Meetings attended during the year | Not Applicable (Appointed w.e.f. May 27, 2024) | Not Applicable (Appointed w.e.f. August 21, 2024) | Six (6) |
| Relationship with any Director(s) or any Key Managerial Personnel(s) of the Company | None | None | None |
| Membership/ Chairmanship of the Committee of the Company | 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee | None | 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee |
| Directorship held in other Indian companies | 1. Youngshin Motherson Auto Tech Limited 2. Saddles International Automotive | 1. SWS India Management Support and Service Private Limited 2. Motherson Sumi Wiring India Limited | 1. CTM India Limited 2. Motherson Air Travel Agencies Limited |

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| | &Aviation Interiors Private Limited 3. Motherson Health And Medical System Limited 4. Motherson Machinery And Automations Limited 5. Motherson Air Travel Agencies Limited 6. Systematic Conscom Limited | | |
| Membership/ Chairmanship of the Committee of other Indian Companies | 1. Youngshin Motherson Auto Tech Limited: <ul style="list-style-type: none"> • Audit Committee-Member; & • Nomination & Remuneration Committee-Member 2. Saddles International Automotive &Aviation Interiors Private Limited: <ul style="list-style-type: none"> • Audit Committee-Member; & • Nomination & Remuneration Committee-Member 3. Systematic Conscom Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee-Member; & • Nomination & Remuneration Committee-Member | None | 1. CTM India Limited: <ul style="list-style-type: none"> • Audit Committee-Member; • Nomination & Remuneration Committee-Member; & • Corporate Social Responsibility Committee-Member |
| Names of listed entities in which the person also holds the Directorship and the Membership of Committees of the board along with listed entities from which the | <u>Names of listed entities in which the person also holds the Directorship:</u> None | <u>Names of listed entities in which the person also holds the Directorship:</u> 1. Motherson Sumi Wiring India Limited | <u>Names of listed entities in which the person also holds the Directorship:</u> None |

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| <p>person has resigned in the past three years</p> | <p><u>Membership of Committees of the board of listed entities:</u></p> <p>None</p> <p><u>Listed entities from which the person has resigned in the past three years:</u></p> <p>None</p> | <p><u>Membership of Committees of the board of listed entities:</u></p> <p>None</p> <p><u>Listed entities from which the person has resigned in the past three years:</u></p> <p>None</p> | <p><u>Membership of Committees of the board of listed entities:</u></p> <p>None</p> <p><u>Listed entities from which the person has resigned in the past three years:</u></p> <p>None</p> |
| <p>Number of shares held in the Company including shareholding as a beneficial owner</p> | <p>None</p> | <p>None</p> | <p>20 equity shares held in the Company</p> |