

# 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](mailto:info@mind-infotech.com) CIN No.: U67120MH1985PLC429692

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## **NOTICE OF 40<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 40<sup>th</sup> (Fortieth) Annual General Meeting ('AGM') of Motherson Technology Services Limited ("MTSL" or "Company") is scheduled at shorter notice on Tuesday, September 30, 2025 at 12:00 Noon (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, 2025 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, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Laksh Vaaman Sehgal (DIN: 00048584), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint and fix the remuneration of Statutory Auditors:

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(a) thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.-301003E/E300005), having confirmed their eligibility for appointment as the Statutory Auditors of the Company and offered themselves for reappointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of four (4) consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2029 at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors of the company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution."

### **SPECIAL BUSINESS:**

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Ramesh Dhar (DIN: 00085046) 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. Ramesh Dhar (DIN:00085046) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors with effect from April 17, 2025 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/-

**LATA UNNIKRISHNAN  
DIRECTOR  
08391470**

**PLACE: NOIDA**

**DATE: SEPTEMBER 12, 2025**

**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. 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, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 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 [archana.verma@motherson.com](mailto:archana.verma@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 2024-25 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](mailto: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 [archana.verma@motherson.com](mailto:archana.verma@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 [archana.verma@motherson.com](mailto:archana.verma@motherson.com).

**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. 4 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.**

**ITEM NO. 4**

The Board of Directors of your Company vide circular resolution dated April 17, 2025 appointed Mr. Ramesh Dhar (DIN:00085046) 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 with effect from April 17, 2025 to April 16, 2030.

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. Ramesh Dhar 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. Ramesh Dhar'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. Ramesh Dhar 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. Ramesh Dhar to the extent of his appointment and shareholding in the company, 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/-

**LATA UNNIKRISHNAN  
DIRECTOR  
08391470**

**PLACE: NOIDA**

**DATE: SEPTEMBER 12, 2025**

**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)

| <b>Name of Director</b>                                  | <b>Mr. Laksh Vaaman Sehgal</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>Mr. Ramesh Dhar</b>                                                                                                                    |
|----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| Director Identification No.                              | 00048584                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 00085046                                                                                                                                  |
| Date of Birth                                            | 29.11.1982                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 19.04.1950                                                                                                                                |
| Date of first Appointment on the Board                   | 02.07.2020                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 17.04.2025                                                                                                                                |
| Qualification                                            | He has a MBA degree from Columbia Business School (USA) and also holds a degree from Keio University, Tokyo                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Bachelors of Engineering.                                                                                                                 |
| Experience                                               | <p>He has a rich experience of working with major companies of the Motherson Group.</p> <p>Under the leadership of Mr. Laksh Vaaman Sehgal, Motherson Group is diversifying and expanding its presence into new industry segments while further strengthening its Wiring Harness business. He is also leading the Group's drive towards development and production of enhanced solutions for the future requirement of the transport industry. He is a key member for driving ESG and Sustainability practices at Motherson. Further, he is driving innovative and technology solutions and working for developing and bringing new future technology for strategic advancement and growth for the entire group.</p> | He has rich experience of more than forty years in automobile sector.                                                                     |
| Number of Board Meetings attended during the year        | 1*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Not Applicable                                                                                                                            |
| Relationship with any Director(s) of the Company         | Not Related                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Not Related                                                                                                                               |
| Membership/ Chairmanship of the Committee of the Company | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 1. Audit Committee – Chairman<br>2. Nomination and Remuneration Committee-Member<br>3. Corporate Social Responsibility Committee – Member |
| Directorship held in other companies                     | 1. Motherson Auto Limited<br>2. Motherson Auto Solutions Limited<br>3. Samvardhana Motherson Adsys Tech Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1. Motherson Engineering Research & Integrated Technologies Limited<br>2. Motherson Auto Limited                                          |

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|  | 4. Advantedge Technology Partners Pvt. Ltd.<br>5. Renu Farms Private Limited<br>6. Motherson Sumi Wiring India Limited<br>7. Shri Sehgals Trustee Company Private Limited<br>8. Samvardhana Motherson International Limited<br>9. CIM Tools Private Limited<br>10. Global Environment Management (FZE)<br>11. MSSL Mauritius Holdings Limited- Alternate Director<br>12. Samvardhana Motherson Holding (M) Private Limited- Alternate Director<br>13. SMR Automotive Holding Hong Kong Limited<br>14. SMR Automotive Mirrors Stuttgart GmbH<br>15. SMR Automotive Mirror Systems Holding Deutschland GmbH<br>16. SMR Automotive Mirrors UK Ltd.<br>17. SMR Automotive Mirror Parts and Holdings UK Limited<br>18. SMR Mirrors UK Limited<br>19. MSSL Consolidated Inc.<br>20. Samvardhana Motherson Automotive Systems Group B.V.<br>21. SMR Automotive Technology Holdings Cyprus Limited- Alternate Director<br>22. Samvardhana Motherson Reflectec Group Holdings Ltd.<br>23. Motherson Innovations Company Limited, U.K.<br>24. Motherson Innovations Deutschland GmbH<br>25. SMP Deutschland GmbH<br>26. MSSL Estonia WH OÜ<br>27. ATAR Mauritius Pvt. Ltd.<br>28. JSRR Holdings (M) Pvt. Ltd.<br>29. Radha Rani Holdings Pte. Ltd.<br>30. Advance Technologies and Automotive Resources Pte. Ltd.<br>31. Yujin SMRC Automotive Techno Corp.<br>32. Samvardhana Motherson Corp Management Shanghai Co Ltd.<br>33. Son Grows Systems Limited<br>34. Samvardhana Motherson Global FZE<br>35. PKC Group Limited<br>36. Motherson Sequencing and Assembly Services Global Group GmbH<br>37. Samvardhana Motherson Electric Vehicles L.L.C.<br>38. Son Grown Material Foods Trading L.L.C.<br>39. Motherson International Limited<br>40. BOH Pte. Ltd. | 3. Motherson Air Travel Agencies Limited<br>4. Saddles International Automotive & Aviation Interiors Private Limited<br>5. CIM Tools Private Limited<br>6. Samvardhana Motherson Global Carriers Limited<br>7. Samvardhana Motherson Adsys Tech Limited<br>8. Motherson Techno Tools Limited |
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|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                 | <p>41. SMR Plast Met Molds and Tools Turkey Kalıp İmalat Anonim Şirketi</p> <p>42. SMR Plast Met Automotive Tec Turkey Plastik İmalat Anonim Şirketi</p> <p>43. SMRC Automotive Holding South America B.V.</p> <p>44. SMRC Automotive Modules South America Minority Holdings B.V.</p> <p>45. Motherson Global Holdings Company B.V (formerly SMRC Automotive Techno Minority Holding B.V.)</p> <p>46. Motherson Global Investments B.V. (formerly SMRC Automotive Holdings Netherlands B.V.)</p> <p>47. Motherson Sanko Sustainable Packaging Products Limited</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Membership/<br>Chairmanship of<br>the Committee of<br>other Indian<br>Companies | <p>1. Motherson Sumi Wiring India Limited</p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee- Member</li> <li>- Stakeholders Relationship Committee- Member</li> <li>- Risk Management Committee- Member</li> </ul> <p>2. Samvardhana Motherson International Limited</p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee- Member</li> <li>- Corporate Social Responsibility Committee- Member</li> <li>- Finance Committee – Chairman</li> </ul>                                                    | <p>1. Motherson Engineering Research &amp; Integrated Technologies Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> </ul> <p>2. Motherson Auto Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> <li>- Corporate Social Responsibility- Member</li> </ul> <p>3. Motherson Air Travel Agencies Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Chairman</li> <li>- Nomination and Remuneration Committee- Chairman</li> <li>- Corporate Social Responsibility- Chairman</li> </ul> <p>4. Saddles International Automotive &amp; Aviation Interiors Private Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> </ul> <p>5. CIM Tools Private Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and</li> </ul> |

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|                                      |         | <p>Remuneration Committee- Member</p> <p>6. Samvardhana Motherson Global Carriers Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> </ul> <p>7. Samvardhana Motherson Adsys Tech Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> </ul> <p>8. Motherson Techno Tools Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> <li>- Corporate Social Responsibility- Member</li> </ul> |
| Number of shares held in the Company | 1271733 | 3577                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

\*No. of meetings held during the financial year 2024-25 were 6 (Six)