

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 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting ('EGM') of Motherson Technology Services Limited ("**MTSL**" or "**Company**") is scheduled at shorter notice on Monday, September 29, 2025 at 12.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(s):

SPECIAL BUSINESS:

1. TO APPROVE REDUCTION OF CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modifications the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 66 and 52 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("**Reduction Rules**") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being In force), pursuant to the provisions of the Memorandum and Articles of Association of the Company, and approval of the jurisdictional Hon'ble National Company Law Tribunal ("**Tribunal**"), and subject to such other requisite approvals, consents, permissions and/or sanctions of any appropriate authority, body or Institution (hereinafter collectively referred to as the "**Concerned Authorities**") and subject to such terms, conditions, guidelines or modifications, if any, as may be prescribed, imposed, stipulated in this regard by the Hon'ble Tribunal and/or the Concerned Authorities, from time to time, while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "**Board**"), consent of the shareholders of the Company be and is hereby accorded to reduce the issued, subscribed and paid-up equity share capital of the Company from Rs. 1,11,64,86,530/- (Rupees One hundred eleven crore sixty-four lakh eighty-six thousand five hundred thirty only) consisting of 11,16,48,653 (Eleven Crore Sixteen Lakhs Forty Eight Thousand Six Hundred Fifty-Three) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid-up to Rs. 1,03,79,00,510/- (Rupees One hundred three crore seventy-nine lakh five hundred ten only) consisting of 10,37,90,051 (Ten Crore Thirty-Seven Lakh Ninety Thousand Fifty-One) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid up by cancelling and extinguishing 78,58,602 (Seventy Eight Lakhs Fifty Eight Thousand Six Hundred Two) equity shares of face value Rs.10/- (Rupees Ten only) each fully paid-up aggregating to Rs. 7,85,86,020 (Rupees seven Crores Eighty-Five Lakhs Eighty-Six Thousand Twenty only) held by the minority and individual shareholders of the Company along with the requisite balance of securities premium account of the Company.

RESOLVED FURTHER THAT the valuation report dated August 28, 2025, issued by Price Waterhouse and Co LLP, registered valuer (Registration No. 016844N/N500015) as tabled be and is hereby taken on record.

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RESOLVED FURTHER THAT upon the said reduction becoming effective, the minority and individual shareholders shall be paid a sum of Rs. 42.66/- per equity share, subject to any applicable withholding taxes, wherever applicable.

RESOLVED FURTHER THAT upon the reduction being confirmed by the Tribunal and becoming effective and operative, without any further act or deed, the equity shares held by minority and individual shareholders aggregating to 78,58,602 (Seventy Eight Lakhs Fifty Eight Thousand Six Hundred Two) equity shares of face value Rs.10/- (Rupees Ten only) of the Company shall stand cancelled and extinguished and rendered invalid automatically.

RESOLVED FURTHER THAT any such payment in relation to the reduction of equity shares held by minority and individual shareholders shall not be more than the price permissible to be paid under the applicable provisions of Foreign Exchange Management Act, 1999, and regulations made thereunder.

RESOLVED FURTHER THAT pursuant to the provisions of Section 66 and 52 and any other applicable provisions, if any, of the Act read with Reduction Rules and subject to the approval of the Tribunal, consent of the shareholders of the Company be and is hereby accorded to approve the "Form of Minutes" as under:-

"The paid-up equity share capital of Motherson Technology Services Limited is henceforth comprising of Rs. 1,03,79,00,510/- (Rupees One Hundred Three Crores Seventy-Nine Lakh Five Hundred Ten only) comprising of 103,790,051/- (Ten crore thirty-seven lakh ninety thousand fifty-one) Equity shares of Rs. 10/- (Rupees ten only) each, reduced from Rs. 1,11,64,86,530/- (Rupees One Hundred Eleven Crore Sixty-Four Lakh Eighty-Six Thousand Five Hundred Thirty. Only) consisting of 11,16,48,653 (Eleven Crore Sixty-Four Lakh Eighty-Six Thousand Fifty-Three) equity shares of face value of Rs.10/- (Rupees Ten only) each, by reducing to Rs. 7,85,86,020/- (Rupees Seven Crores Eighty-Five Lakhs Eighty-Six Thousand Twenty only) comprising of 78,58,602 (Seventy Eight Lakhs Fifty Eight Thousand Six Hundred Two) equity shares of face value Rs.10/- (Rupees Ten only)"

RESOLVED FURTHER THAT any one Director of the Company, Mr. Rajesh Thakur, Chief Executive Officer and Mr. Ashish Bhagat, Chief Financial Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as may be considered necessary or desirable in connection with or incidental thereto for giving effect to the aforesaid resolution including but not limited to:

- i. making, preparing, affirming and filing applications, petitions, affidavits, declarations, form of minutes of reduction of share capital and such other documents as may be necessary with the Hon'ble Tribunal for its confirmation/ approval for such reduction and in this regard to sign, execute, affirm, deliver and/or file all such applications, petitions, pleadings, notices, e-forms, advertisements and other documents, which are necessary or incidental thereto;
- ii. engaging, hiring, appointing, consulting one or more advisors and other professionals including any counsel, registered valuer, chartered accountant, advocate, legal advisors, attorney,

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- representatives and any other persons to avail advice, recommendations, inputs on the proposed reduction of equity share capital, to draft the necessary applications/documents, to represent and act on behalf of the Company in the proceedings before the Hon'ble Tribunal in any matter related hereto and to authorize them to exercise all or any of such powers which they are entitled to exercise for reduction of share capital;*
- iii. authenticate all the necessary documents as "certified copies" or in any other manner as may be required;*
 - iv. to provide the necessary accounting treatment in the application/petition/any other document required for implementing reduction of share capital and obtain the necessary certificate of accounting treatment under Section 133 of the Act from the statutory auditors, confirming that the said accounting treatment specify in the application/petition/ any other document required is as per the accounting standards applicable to the Company.*
 - v. withdraw the application/petition filed before the Tribunal for the capital reduction at any stage, in case any changes and/or modification suggested/required to be made in the application/petition or any condition imposed, whether by any shareholder, creditor, Tribunal and/or any other regulatory authority are, in their view, not in the interest of the Company and/or if the application/petition cannot be implemented otherwise, and to do all such deeds, acts and things as any of them may deem necessary and desirable in connection therewith and incidental thereto;*
 - vi. Call for the bank account details of the aforesaid minority and individual shareholders of the Company for discharging consideration;*
 - vii. informing depository participant and registrar of agent about such reduction of equity share capital for updating their records;*
 - viii. settling all questions, difficulties or doubts that may arise in connection with the reduction of paid-up equity share capital as it may, in its absolute discretion, deem fit;*
 - ix. doing all acts, deeds and things and to take all such steps as may be considered necessary and expedient to give effect to this resolution and for the purpose of ensuring compliance with the directions that may be given by Hon'ble Tribunal;*
 - x. filing certified copy of order of Hon'ble Tribunal with jurisdictional Registrar of Companies; and*
 - xi. to delegate all or any of the aforesaid powers to any other person by way of a valid power of attorney."*

**For and on behalf of the Board of Directors of
Motherson Technology Services Limited**

**LATA UNNIKRISHNAN
DIRECTOR
08391470**

**Date: August 28, 2025
Place: Noida**

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NOTES:

1. A statement under Section 102 of the Companies Act, 2013 (**"the Act"**), concerning the business is 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 Extra Ordinary General Meeting ("EGM") venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the EGM 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 EGM 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 EGM 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.
4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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 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.
6. 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 EGM.
7. 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:

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- 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 (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.
8. 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 EGM. 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 EGM. Members seeking to inspect such documents can send an e-mail to archana.verma@motherson.com.

**For and on behalf of the Board of Directors of
Motherson Technology Services Limited**

**LATA UNNIKRISHNAN
DIRECTOR
08391470**

**Date: August 28, 2025
Place: Noida**

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EXPLANATORY STATEMENT

(Statement Pursuant to Section 102(1) of the Companies Act, 2013)

The shareholders are apprised that due to evolving business strategy and corporate objectives, the Company proposes to convert itself as a wholly owned subsidiary by providing an exit opportunity to the minority shareholders amounting to 7.03% of the total equity share capital.

Such minority shareholders shall paid a consideration of Rs. 42.66 per share derived out of valuation report dated August 28, 2025, issued by Price Waterhouse and Co LLP, registered valuer (Registration No. 016844N/N500015). The said consideration shall be set-off against the paid-up equity share capital account along with requisite balance of securities premium account.

Article 37 of the AoA authorises the Company to reduce its share capital and securities premium account. Accordingly, it is hereby proposed to reduce the paid-up equity share capital from Rs. 1,11,64,86,530/- (Rupees One hundred eleven crore sixty-four lakh eighty-six thousand five hundred thirty only) consisting of 11,16,48,653 (Eleven crore sixty-four lakh eighty-six thousand fifty-three) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid-up to Rs. 1,03,79,00,510/- (Rupees One hundred three crore seventy-nine lakh five hundred ten only) consisting of 10,37,90,051 (Ten Crore Thirty-Seven Lakh Ninety Thousand Fifty-One) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid up by cancelling and extinguishing 78,58,602 (Seventy Eight Lakhs Fifty Eight Thousand Six Hundred Two) equity shares of face value Rs.10/- (Rupees Ten only) each fully paid-up aggregating to Rs. 7,85,86,020 (Rupees seven Crores Eighty-Five Lakhs Eighty-Six Thousand Twenty only) held by the minority and individual shareholders of the Company along with the requisite balance of securities premium account of the Company.

The Board of Directors in their meeting held on August 28, 2025, has approved and recommended the reduction of equity share capital as stated above and the form of minutes.

That upon approval of the shareholders by way of special resolution, the Company shall file the necessary application before the jurisdictional National Company Law Tribunal ("NCLT") under the relevant provisions of Sections 66 and 52 of the Companies Act, 2013, for seeking sanction to the proposed reduction of equity share capital and securities premium account. The proposed reduction shall become effective from the date of filing of the certified copy of the order of the NCLT with the jurisdictional Registrar of Companies ("ROC"), upon which the ROC shall issue a certificate to that effect.

The special resolution annexed to the notice of this extra ordinary general meeting hereby recommended for your kind consideration and approval.

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Directors, key managerial personnel or their relatives are interested in the aforementioned resolution to the extent of their shareholding in the company.

**For and on behalf of the Board of Directors of
Motherson Technology Services Limited**

**LATA UNNIKRISHNAN
DIRECTOR
08391470**

**Date: August 28, 2025
Place: Noida**