

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

Website: mind- infotech.com, email- info@mind-infotech.com CIN No.: U67120DL1985PLC020695

NOTICE

NOTICE IS HEREBY GIVEN THAT the 36th (Thirty Sixth) Annual General Meeting of the members of MotherSumi INfotech and Designs Limited will be held on Wednesday, the 29th day of September 2021 at 1.30 P.M. through **Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** to transact the following businesses

ORDINARY BUSINESS:

1. To consider and adopt :
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Bimal Dhar (DIN No 00297938), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Hideaki Kobayashi(DIN No 08277589), who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS

4. APPROVAL FOR BORROWING FUNDS IN EXCESS OF THE PAID-UP CAPITAL FREE RESERVES AND SECURITIES PREMIUM 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** in supersession of the previous resolution passed by the members of the Company to this effect and subject to the provisions of section 180(1)(c) of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company’s bankers in the ordinary course of business) will exceed the paid up capital of the company, free reserves not set apart for any specific purpose and Securities Premium amount, provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed INR 500 Crores at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

Sd/-

DATE : 27.08.2021

PLACE: NOIDA

POOJA MEHRA
(Company Secretary)
FCS No -5088

Registered Office:

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

NOTES :

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “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 AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 & Secretarial Standard-2 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 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 Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company’s website. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
5. 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 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

6. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. The online facility of VC for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
8. The members and participants are allowed to pose questions concurrently or may send their questions in advance at admin@mcsregistrars.com (designated email id).
9. 36th Annual General Meeting has been convened through Video Conferencing in Compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

10. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

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

Instructions for Shareholders/ Members to Speak during the Annual General Meeting:

1. Shareholders who would like to speak during the meeting must register from September 21, 2021 to September 24, 2021 in advance with the company by sending email on the email id: Rajesh.Srivastava@mind-infotech.com
2. Shareholders will get confirmation on first cum first basis
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

5. All members who have joined the meeting through VC are entitled to vote at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 4

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, the free reserves and Securities Premium amount of the Company. Hence it is proposed to increase the maximum borrowing limits upto INR 500 Crores.

The Board recommends resolution set out at Item No. 4 for the approval of the members as Special Resolution.

None of the Directors, Manager, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

**BY ORDER OF THE BOARD
FOR MOTHERSONSUMI INFOTECH & DESIGNS LIMITED**

Sd/-

**POOJA MEHRA
(COMPANY SECRETARY)
FCS-5088**

DATE : 27.08.2021
PLACE: NOIDA
Registered Office:
2nd Floor, F-7, Block B-1,
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Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting

Name of Director	Mr. Bimal Dhar	Mr. Hideaki Kobayashi
Director Identification No.	00297938	08277589
Date of Birth/(Age)	14/06/1953 (69 Years)	09/08/1960 (61Years)
Date of first appointment	30/01/2001	14/11/2018
Qualifications	Master of Science in Mechanical Engineering	Bachelor of Business Administration in Management Information System in Senshu University.
Experience	He has more than 40 Years of experience in Automobile Sector	32 years of rich experience working and providing in information System Department, Components Department.
Terms and conditions of Appointment/ Re-appointment	Non-Executive Director liable to retire by rotation pursuant to the provisions of Companies Act, 2013	Non-Executive Director liable to retire by rotation pursuant to the provisions of Companies Act, 2013
Remuneration last drawn (including sitting fees, if any)	He is not entitled for any remuneration from the Company	He is not entitled for any remuneration from the Company
Shareholding in the Company as on 31/03/2021	20 Equity Shares	NIL
Relationship with other Directors/Manager/Key Managerial Personnel	Not Related	Not Related
No. of Board Meetings attended during the year 2020-21	5	5
Directorship in other Indian Companies	<ul style="list-style-type: none"> • Samvardhana Motherson International Limited • SouthCity Motors Private Limited • Samvardhana Motherson Virtual Analysis Limited • Samvardhana Motherson Polymers Limited • Motherson Air Travel Agencies Limited • CTM India Limited 	<ul style="list-style-type: none"> • NIL
Member/ Chairman of	Audit Committee	NIL

Committee of the Board of Other Indian Companies in which he is Director	- CTM India Limited Nomination & Remuneration Committee - CTM India Limited CSR Committee CTM India Limited	
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