

SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED

Regd. Office: E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge,

Tal: Khed, Chakan, Pune - 410501, Maharashtra, India

Ph.: +91 22135 66/331000 • Fax: +91 22135 331872 •

CIN: U70102PN2007FTC133117

NOTICE is hereby given that the Fifteenth (15th) ANNUAL GENERAL MEETING of the Members of the Company will be held on Friday, 24th June, 2022 at 4.30 p.m. at the Registered Office at E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge, Tal: Khed, Chakan, Pune - 410501, Maharashtra, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2022, along with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint of M/s. SRBC & Co LLP, [Firm Registration No.324982E/E300003],, as the Auditors of the Company from the conclusion of this 15th Annual General Meeting, till the conclusion of the 20th Annual General Meeting beginning from Financial Year 2022-23 and ending in Financial Year 2026-27, and to authorize the Board of Directors to fix their remuneration and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, M/s. SRBC & Co LLP, [Firm Registration No.324982E/E300003], Chartered Accountants, be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of the ensuing 15th Annual General meeting until the 20th Annual General meeting beginning from Financial Year 2022-23 and ending in Financial Year 2026-27, on such terms and conditions including remuneration as may be fixed by the Board of Directors in consultation with the statutory auditors.”

SPECIAL BUSINESS

3. Appointment of Mr. Martin Mahlke as a Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, and the rules framed thereunder and other applicable provisions of the said Act, and/or any amendment or re-enactment thereof, as applicable, and the provisions of the Articles of Association of the company, and such other approvals as may be necessary and applicable, the consent of the members of the company be and is hereby accorded for approval to the appointment of Mr. Martin Mahlke [DIN 08420220] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Martin Mahlke shall be an executive Director on the Board of the Company until 30th June, 2022.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary, and or any other director of the company, be and are hereby severally authorized to file the necessary forms with the Registrar of Companies,

Maharashtra, and to make necessary entries in the statutory registers of the company and to do all such acts, deeds and things as may be deemed necessary for giving effect to the above resolution.”

4. Appointment of Mr. Mojmir Hajek as a Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, and the rules framed thereunder and other applicable provisions of the said Act, and/or any amendment or re-enactment thereof, as applicable, and the provisions of the Articles of Association of the company, and such other approvals as may be necessary and applicable, the consent of the members of the company be and is hereby accorded for approval to the appointment of Mr. Mojmir Hajek [DIN 08477846] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Mojmir Hajek shall be an executive Director on the Board of the Company until 30.09.2023.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary, and or any other director of the company, be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, Maharashtra, and to make necessary entries in the statutory registers of the company and to do all such acts, deeds and things as may be deemed necessary for giving effect to the above resolution.”

5. Appointment of Mr. Piyush Arora as a Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, and the rules framed thereunder and other applicable provisions of the said Act, and/or any amendment or re-enactment thereof, as applicable, and the provisions of the Articles of Association of the company, and such other approvals as may be necessary and applicable, the consent of the members of the company be and is hereby accorded for approval to the appointment of Mr. Piyush

Arora [DIN 06991008] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Piyush Arora shall be the Managing Director on the Board of the Company until 28.02.2027.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary, and or any other director of the company, be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, Maharashtra, and to make necessary entries in the statutory registers of the company and to do all such acts, deeds and things as may be deemed necessary for giving effect to the above resolution.”

6. Appointment of Mr. Sachin Kulkarni as a Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, and the rules framed thereunder and other applicable provisions of the said Act, and/or any amendment or re-enactment thereof, as applicable, and the provisions of the Articles of Association of the company, and such other approvals as may be necessary and applicable, the consent of the members of the company be and is hereby accorded for approval to the appointment of Mr. Sachin Kulkarni [DIN 09507675] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Sachin Kulkarni shall be an executive Director on the Board of the Company until 31.03.2027.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary, and or any other director of the company, be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, Maharashtra, and to make necessary entries in the statutory registers of the company and to do all such acts, deeds and things as may be deemed necessary for giving effect to the above resolution.”

7. Appointment of Mr. Christian Claudius Schenk as a Director:

To consider and if thought fit, to pass with or without modification(s), the

following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, and the rules framed thereunder and other applicable provisions of the said Act, and/or any amendment or re-enactment thereof, as applicable, and the provisions of the Articles of Association of the company, and such other approvals as may be necessary and applicable, the consent of the members of the company be and is hereby accorded for approval to the appointment of Mr. Christian Claudius Schenk [DIN 09617784] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Christian Schenk shall be a non-executive Director on the Board of the Company.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary, and or any other director of the company, be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, Maharashtra, and to make necessary entries in the statutory registers of the company and to do all such acts, deeds and things as may be deemed necessary for giving effect to the above resolution.”

8. Appointment of Mr. Christian Cahn von Seelen as Executive Board member:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT in supersession of the resolution passed by members in their meeting held on 30th September, 2019, and pursuant to the provisions of the Companies Act, 2013, and the rules framed thereunder and other applicable provisions of the said Act, and/or any amendment or re-enactment thereof, as applicable, and the provisions of the Articles of Association of the company, and such other approvals as may be necessary and applicable, the consent of the members of the company be and is hereby accorded for approval to the appointment of Mr. Christian Cahn von Seelen [DIN 06665592] as an Executive Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary, and or any other director of the company, be and are hereby severally authorized to do the needful and to make necessary entries in the statutory registers of

the company and to do all such acts, deeds and things as may be deemed necessary for giving effect to the above resolution.”

9. Alteration of Articles of Association

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:-**

RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act 2013 [the ‘Act’] and any other applicable provisions of the Act and rules framed thereunder, consent of the members of the company be and is hereby accorded for substitution of the existing Article 81(1) of the Articles of Association of the company, with the amended provision as provided hereunder:

“Article 81(1): Subject to the provisions of the Act and rules made thereunder, Directors may participate in a Board meeting or a meeting of a committee by way of video conference or other audio visual means [“Remote Participation”] as designed to allow the Directors to participate equally in the Board and /or committee meeting.

RESOLVED FURTHER THAT any Board member of the Company or the Company Secretary, be and are hereby authorized on behalf of the company to do all acts, matters and things, as it may in their absolute discretion, deem necessary, to settle any questions, difficulties or doubts which may arise in this regard and accede to such modification(s) and alteration(s) to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the company.”

By Order of the Board of Directors
For SKODA AUTO Volkswagen India Private Limited

Anoop Kumar Pillai

Company Secretary

anoopkumar.pillai@skoda-vw.co.in

FCS 3620

Place: Pune

Date: 07.06.2022

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy, to be effective, should however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting. A route map for enabling members to attend the

Annual General Meeting is also enclosed for ready reference.

3. Members are requested to register their email IDs with the Company and Members are also requested to notify any change in their email ID or bank mandates or address to the Company and always quote their Folio Number in all correspondence with the Company.
4. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company for communication purposes unless any Member has requested for a hard copy of the same.
5. A Proxy shall not vote except on a poll. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. All documents, including financial statements, referred to in this Notice will be available for inspection at the Company's registered office during normal business hours (from 09.00 A.M. to 05.00 P.M.) on any working day up to the date of ensuing AGM. The shareholders may also ask for a copy of the documents by sending their request via e-mail to anoopkumar.pillai@skoda-vw.co.in or by post addressed to Mr. Anoop Pillai, Company Secretary.

9. Electronic copy of the Financial Statement along with the Directors' report and Auditors' Report is being sent to all the Members unless a Member has requested for a hard copy. If a Member desires to get a hard copy of the same then the Member shall send a request to anoopkumar.pillai@skoda-vw.co.in or by post addressed to Mr. Anoop Pillai, Company Secretary.
10. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Martin Mahlke, Mr. Mojmir Hajek, Mr. Piyush Arora, Mr. Sachin Kulkarni, Mr. Christian Claudius Schenk are interested directly or indirectly in the resolution pertaining to their respective appointments.

By Order of the Board of Directors
For SKODA AUTO Volkswagen India Private Limited

Anoop Kumar Pillai
Company Secretary
anoopkumar.pillai@skoda-vw.co.in

FCS 3620

Place: Pune

Date: 07.06.2022

ANNEXURE TO THE NOTICE

Explanatory Statement

Item No. 3 of the Notice:-

The Members are informed that the contract of employment of Mr. Martin Mahlke with the Company was valid until 31.12.2021. Accordingly, the Board in its meeting held on 17th December, 2021, appointed him as an Additional Director w.e.f. 1.01.2022. In terms of Section 161(1) the tenure of an Additional Director is valid until the date of the next Annual General meeting or the last date on which the Annual General meeting should have been held, whichever is earlier. The Board had also renewed the appointment of Mr. Mahlke for the period from 1.03.2022 until 31.03.2022 and further from 1.04.2022 until 30.06.2022 as 'Executive Director - Finance & CFO' in terms of his contract of employment.

Save and except Mr. Mahlke none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution.

The Board recommends approval of the Members by way of an **Ordinary Resolution**.

Item No. 4 of the Notice:-

The Members are informed that the contract of employment of Mr. Mojmir Hajek with the Company was valid until 28.02.2022. Accordingly, the Board in its meeting held on 11.02.2022, appointed him as an Additional Director w.e.f. 1.03.2022. In terms of Section 161(1) the tenure of an Additional Director is valid until the date of the next Annual General meeting or the last date on which the Annual General meeting should have been held, whichever is earlier. The Board had also extended his contract of employment as 'Executive Director - Technical' for the period from 1.03.2022 until 30.09.2023.

Save and except Mr. Mojmir Hajek none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution.

The Board recommends approval of the Members by way of an **Ordinary Resolution.**

Item No. 5 of the Notice:-

The Members are informed that the Board in its meeting held on 11th February, 2022 appointed Mr. Piyush Arora as an Additional Director w.e.f. 1.03.2022. In terms of Section 161(1) the tenure of an Additional Director is valid until the date of the next Annual General meeting or the last date on which the Annual General meeting should have been held, whichever is earlier. The Board had also appointed Mr. Arora as the Managing Director for a period of 5 years w.e.f. 1.03.2022 as per the terms of his contract of employment.

Save and except Mr. Arora none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution.

The Board recommends approval of the Members by way of an **Ordinary Resolution.**

Item No.6 of the Notice:-

The Members are informed that the Board on 5.04.2022 appointed Mr. Sachin Kulkarni as an Additional Director w.e.f. 1.04.2022. In terms of Section 161(1) the tenure of an Additional Director is valid until the date of the next Annual General meeting or the last date on which the Annual General meeting should have been held, whichever is earlier. The Board had also appointed Mr. Kulkarni as the Director - Purchase for a period of 5 years w.e.f. 1.04.2022 as per the terms of his contract of employment.

Save and except Mr. Kulkarni none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution.

The Board recommends approval of the Members by way of an **Ordinary Resolution.**

Item No.7 of the Notice:-

The Members are informed that the Board in its meeting held on 30.05.2022 appointed Mr. Christian Claudius Schenk as an Additional Director w.e.f. 30.05.2022. In terms of Section 161(1) the tenure of an Additional Director is valid until the date of the next Annual General meeting or the last date on which the Annual General meeting should have been held, whichever is earlier.

Save and except Mr. Schenk none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution.

The Board recommends approval of the Members by way of an **Ordinary Resolution.**

Item no.8 of the Notice:-

The members are informed that in the Annual General meeting of the company held on 30th September, 2019, Mr. Christian Cahn von Seelen was appointed as a Non Executive Director of the company. On 5.04.2022 the Board of directors of the company have appointed Mr. Cahn von Seelen as the Executive Director – Sales and Marketing w.e.f. 1.04.2022. The resolution at Item no.8 is proposed to seek members' approval for the above change from Non executive director to Executive Director.

Save and except Mr. Cahn von Seelen none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution.

The Board recommends approval of the Members by way of an **Ordinary Resolution.**

Item no. 9 of the Notice:-

The Ministry of Corporate Affairs, Delhi, *vide* Notification No. G.S.R. 409(E) dated 15.06.2021, has amended the Companies (Meetings of Board and its Powers) Rules, 2014 wherein Rule 4 providing for restriction on matters not to be dealt with in a meeting through video conferencing as specified in Rule 4 of the Act has been omitted. This means that now all the matters can be transacted in a Board meeting conducted through video conferencing. Earlier, certain matters were not permitted to be transacted through video conferencing, such as approval of the annual financial statements, the Board's report, approval of the prospectus, etc. In view of the above the amendment Article 81(1) of Articles of Association will need to be amended accordingly by passing a Special Resolution.

None of the Directors or Key Managerial personnel or their relatives are interested or concerned in the said resolution.

The Board recommends approval of the Members by way of a **Special Resolution.**

By Order of the Board of Directors
For SKODA AUTO Volkswagen India Private Limited

Anoop Kumar Pillai
Company Secretary
anoopkumar.pillai@skoda-vw.co.in

FCS 3620

Place: Pune

Date: 07.06.2022

LAND MARK:- off Skoda Auto Volkswagen Road

ROUTE MAP:-

The image displays a Google Maps interface with a route from Pune International Airport to Volkswagen Pune Plant. The fastest route is highlighted in blue, taking 1 hour 6 minutes for 29.9 km. An alternative route via Mumbai is shown in grey, taking 1 hour 29 minutes for 36.0 km. The map shows the route passing through Pimpri-Chinchwad and Chimbali. A warning icon indicates that the fastest route has restricted usage or includes private roads.

Route 1 (Fastest): via Alandi Rd/Pune - Alandi Rd
Fastest route, despite the usual traffic
29.9 km
⚠️ This route has restricted usage or includes private roads.
DETAILS

Route 2 (Alternative): via Mumbai - Pandharpur Rd/Old Mumbai Rd/Old Mumbai - Pune Hwy
1 h 29 min
36.0 km

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U70102PN2007FTC133117**
 Name of the Company: **VOLKSWAGEN INDIA PRIVATE LIMITED**
 Registered Office: **E -1, MIDC INDUSTRIAL AREA PHASE III VILLAGE NIGOJE MHALUNGE
 KHARABWADI CHAKAN TAL KHED PUNE MH 410501 IN**

Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No/Client Id :
DP ID :

I/We, being the member(s) of ____ shares of the above named company, hereby appoint

- Name:
Address:
E-mail Id:
Signature: _____ or failing him
- Name:
Address:
E-mail Id:
Signature: _____ or failing him
- Name:
Address:
E-mail Id:
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifteenth (15th) Annual General Meeting of the Members of **SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED** to be held on Friday, 24th June, 2022 at 4.30 p.m. at the Registered Office at E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge, Tal: Khed, Chakan, Pune - 410501, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution Number	Business to be Transacted
ORDINARY BUSINESS	
1	To receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2022 along with the Reports of the Board of Directors and the Auditors thereon
2	To appoint statutory auditors
SPECIAL BUSINESS	
3	Appointment of Mr. Martin Mahlke as a Director
4	Appointment of Mr. Mojmir Hajek as a Director
5	Appointment of Mr. Piyush Arora as a Director
6	Appointment of Mr. Sachin Kulkarni as a Director
7	Appointment of Mr. Christian Schenk as a Director

8	Appointment of Mr. Cahn von Seelen as Executive Director
9	Alteration to Article 81(1) of Articles of Association of the company

Signed this ____ day ____ of _____ 2022

Revenue Stamp of
Re. 1/-

Signature of Shareholders

Signature of Proxy holder(s)

Note:

- a. This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b. The proxy may not be a member of the company.
- c. Appointing a proxy does not prevent a members from attending the meeting in person if he / she so wishes.
- d. The Proxy holder should bring his/her identity proof at the time of attending the meeting.

**Attendance Slip of 15th Annual General Meeting
(To be presented at the entrance)**

Fifteenth (15th) Annual General Meeting of the Members of **SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED** held on Friday, 24th June, 2022 at 4.30 p.m. at the Registered Office at E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge, Tal: Khed, Chakan, Pune - 410501, Maharashtra, India

I/We hereby record my/our presence at the Fifteenth (15th) Annual General Meeting of the Members of **SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED** held on Friday, 24th June, 2022 at 4.30 p.m. at the Registered Office at E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge, Tal: Khed, Chakan, Pune - 410501, Maharashtra, India

Regd. Folio No.	Number of *Equity / Preference shares held:
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Full Name of the *Shareholder/ Proxy
(In block letters)

Signature of *Shareholder/Proxy

*strike out whichever is not applicable.

Note:

- a. Only Member / Proxy holder can attend the Meeting
- b. Proxy holder should bring his/her identity proof at the meeting.