

# SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED

Regd. Office: E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge,  
Kharabwadi Tal: Khed, Chakan, Pune - 410501, Maharashtra, India

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

CIN: U70102PN2007FTC133117

NOTICE is hereby given that the Seventeenth (17<sup>th</sup>) ANNUAL GENERAL MEETING of the Members of the Company will be held on TUESDAY, JUNE 25, 2024 at 11.30 a.m. (IST) at the Registered Office of the Company at E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge, Kharabwadi, Tal: Khed, Chakan, Pune - 410501, Maharashtra, India, and also through MS Teams /Video Conference to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the year ended 31<sup>st</sup> March, 2024, along with the Reports of the Board of Directors and the Auditors thereon.

## SPECIAL BUSINESS

2. Appointment of Mr. Jan Bures (DIN: 10493992) 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 ("the Act"), 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, approval of the Members be and is hereby accorded to the appointment of Mr. Jan Bures [DIN: 10493992], who was appointed as an Additional Director of the Company by the Board on February 6, 2024, as a Director of the Company to hold the office of Director up to January 31, 2027.

**RESOLVED FURTHER THAT** Mr. Jan Bures shall be the Executive Director – Sales, Marketing & Digital, on the Board of the Company.

**RESOLVED FURTHER THAT** the Company Secretary, 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."

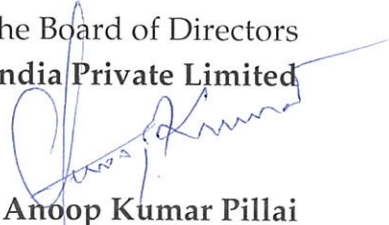
3. Ratification of remuneration payable to Cost Auditors:

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

**"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, including statutory modification(s) or re-enactment thereof, for the time being in force, the Company hereby ratifies the remuneration of Rs. 305,000 per annum including out of pocket expenses and excluding taxes, payable to M/s. Joshi Apte and Associates (Firm Registration No. 000240), Cost Accountants, appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Years 2023-24 & 2024-25 respectively.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this 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](mailto:anoopkumar.pillai@skoda-vw.co.in)

F3620

Place: Pune

Date: 20.05.2024

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the Annual General Meeting (AGM) of the Company is being held through VC / OAVM.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company E-1, MIDC Industrial Area, Phase 3, Village Nigoje, Kharabwadi, Chakan, Pune, Maharashtra – 410501, which shall be the deemed venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate shareholders are requested to send to the Company, a duly certified copy of the board resolution or authorization letter, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the AGM. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to [anoopkumar.pillai@skoda-vw.co.in](mailto:anoopkumar.pillai@skoda-vw.co.in) or to [vallari.gupte@skoda-vw.co.in](mailto:vallari.gupte@skoda-vw.co.in)
5. As provided under the Article 55(6) of the Articles of Association of the Company, the Company is not required to annex the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.
6. Shareholders seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company atleast 3 working days prior to the date of the AGM through email on [anoopkumar.pillai@skoda-vw.co.in](mailto:anoopkumar.pillai@skoda-vw.co.in) or to [vallari.gupte@skoda-vw.co.in](mailto:vallari.gupte@skoda-vw.co.in). The same will be replied by the Company suitably.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company.

8. Instructions to shareholders for joining the meeting through VC:

A. Link for joining the meeting is given below:

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**Microsoft Teams** [Need help?](#)

**[Join the meeting now](#)**

Meeting ID: 380 544 688 189

Passcode: aKK7PD

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**Dial in by phone**

[+49 69 365057718,,935050571#](#) Germany, Frankfurt am Main

[Find a local number](#)

Phone conference ID: 935 050 571#

**Join on a video conferencing device**

Tenant key: [teams@cloudvc.vwgroup.com](mailto:teams@cloudvc.vwgroup.com)

Video ID: 124 497 978 9

[More info](#)

For organizers: [Meeting options](#) | [Reset dial-in PIN](#)

[Org help](#) | [Privacy and security](#)

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- B. Shareholders will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on MS Teams Mobile App or Desktop Application, as the case may be. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- C. Voting by Members: Members shall convey their respective vote by show of hands in the AGM as the total number of members are less than 50. However, if the poll is demanded in the AGM, members are requested to send an email conveying their decision of voting on the designated e-mail ID of the Company at [anoopkumar.pillai@skoda-vw.co.in](mailto:anoopkumar.pillai@skoda-vw.co.in)
- D. Procedure for inspection of documents: All documents referred to in the 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 AGM. The Register of Directors 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 the Notice will be available electronically for inspection. Members who intend to inspect such documents are requested to send an email to Company on email address [anoopkumar.pillai@skoda-vw.co.in](mailto:anoopkumar.pillai@skoda-vw.co.in) or to [vallari.gupte@skoda-vw.co.in](mailto:vallari.gupte@skoda-vw.co.in).

9. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to the provisions of Section 91 of the Companies Act 2013 and the rules framed thereunder the Register of members shall remain closed for the period from 18.06.2024 till 25.6.2024 [both days inclusive].
11. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting.

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](mailto:anoopkumar.pillai@skoda-vw.co.in)

F3620

Place: Pune

Date: 20.5.2024