

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 Sixteenth (16th) ANNUAL GENERAL MEETING of the Members of the Company will be held on Friday, 28th July, 2023 at 10.00 a.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, 2023, along with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

2. Appointment of Mr. Martin Jahn 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 Jahn [DIN 09713799] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Martin Jahn 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."

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 for the period from 1.07.2022 till 31.08.2022.

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. Nalin Jain 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. Nalin Jain [DIN 06527476] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Nalin Jain shall be the Executive Director – Finance, IT & CFO, on the Board of the Company until 07.08.2027.

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.”

5. 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 as set out in the Explanatory Statement annexed to the Notice of this Meeting payable to M/s. Joshi Apte and Associates, Cost Accountants, appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2022-23.

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

FCS 3620

Place: Pune

Date: 26.05.2023

NOTES:

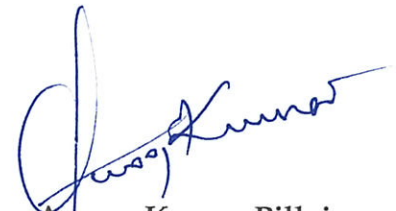
1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy, to be effective, should however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) 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. Nalin Jain & Mr. Martin Jahn 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: 26.05.2023

ANNEXURE TO THE NOTICE

Explanatory Statement

Item No. 2 of the Notice:-

The Members are informed that the Board of Directors on 7.09.2022 appointed Mr. Martin Jahn as an Additional Director w.e.f. 1.09.2022 onwards. 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. Martin Jahn 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. 3 of the Notice:-

The Members are informed that the contract of employment of Mr. Martin Mahlke with the Company was valid until 30.06.2022. Accordingly, the Board of Directors on 13.07.2022, appointed Mr. Mahlke as an Additional Director w.e.f. 1.07.2022 until 31.08.2022.

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 Board of Directors in their meeting held on 12.08.2022 had appointed Mr. Nalin Jain as an Additional Director w.e.f. 8.08.2022 onwards. 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. Nalin Jain 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:-

M/s. Joshi Apte & Associates, Cost Accountants, have been appointed by the Board of Directors of the Company as 'Cost Auditor' in their meeting held on 12.08.2022, for audit of cost accounting records for the financial year ended 31st March, 2023 at a remuneration of INR 295,000 excluding taxes, excluding reimbursement of out of pocket expenses and applicable service tax. In terms of provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, members ratification is required for remuneration payable to the Cost Auditor. Therefore, consent of the members of the Company is sought for passing of an Ordinary Resolution in this regard. The Board recommends the Resolution as set out in item no. 5 of the Notice for approval of the Members. None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the above 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: 26.05.2023

LAND MARK:- off Skoda Auto Volkswagen Road

ROUTE MAP:-

Route Summary:

- Origin:** Pune International Airport, New Airport
- Destination:** Volkswagen Pune Plant - India, E1MID
- Fastest Route:** via Alandi Rd/Pune - Alandi Rd (1 h 6 min, 29.9 km)
- Alternative Route:** via Mumbai - Pandharpur Rd/Old Mumbai Rd/Old Mumbai - Pune Hwy (1 h 29 min, 36.0 km)

Map Labels: Volkswagen Pune Plant, Pune International Airport, Pimpri-Chinchwad, Dehu Road, Chimbali, Kuraj, Induri, Talegaon Dabhade, Marunji, Hinjawadi, WAKAO, BANER, AUNDH, Lavale, Rihe, Chandkhed, Urse, Pimpalgaon, Koy, Markal.

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: **SKODA AUTO 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

1. Name:
Address:
E-mail Id:
Signature: _____ or failing him
2. Name:
Address:
E-mail Id:
Signature: _____ or failing him
3. 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 Sixteenth (16th) Annual General Meeting of the Members of **SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED** to be held on Friday, 28th July, 2023 at 10.00 a.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, 2023 along with the Reports of the Board of Directors and the Auditors thereon
SPECIAL BUSINESS	
2	Appointment of Mr. Martin Jahn as a Director
3	Appointment of Mr. Martin Mahlke as a Director
4	Appointment of Mr. Nalin Jain as a Director
5	Approval for payment of remuneration to M/s. Joshi Apte & Associates as Cost Auditors

Signed this ____ day ____ of _____ 2023

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 16th Annual General Meeting
(To be presented at the entrance)

Sixteenth (16th) Annual General Meeting of the Members of **SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED** held on Friday, 28th July, 2023 at 10.00 a.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 Sixteenth (16th) Annual General Meeting of the Members of **SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED** held on Friday, 28th July, 2023 at 10.00 a.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:

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.

