

SKODA AUTO VOLKSWAGEN INDIA PRIVATE LIMITED

(formerly known as Volkswagen India Private Limited)

Registered office: E1, MIDC industrial Area, Phase III, Village Nigoje, Mhalunge
Kharabwadi, Tal Khed Pune, Maharashtra-410501

Ph.:+91 2135 661000/711000 Fax: +91 2153661049 CIN: U70102PN2007FTC133117

www.skoda-vw.co.in

NOTICE is hereby given that the thirteenth (13th) Annual General meeting of the members of the company will be held on Wednesday, the 30th September, 2020 at 11.00 a.m. [IST] at the registered office of the company at E1, MIDC Industrial Area (Phase III), Village Nigoje, Mhalunge, Tal Khed, Chakan, Pune - 410501, Maharashtra, India, as per details given herein to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2020, along with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. Appointment of Directors:

- (a) **Appointment of Mr. Axel Schroeder as an Ordinary 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. Axel Schroeder [DIN 08577522] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Axel Schroeder 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.”

(b) Appointment of Mr. Stanislav Chromec as an Ordinary 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. Stanislav Chromec [DIN 08565133] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Stanislav Chromec 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.”

(c) Approval for appointing Mr. Steffen Knapp 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 Companies Act 2013, and the rules framed thereunder, and the applicable provisions of the Articles of Association of the company, Mr. Steffen Knapp (DIN: 07944544), who was appointed as an Additional Director by the Board on 21st September, 2020, and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director with immediate effect.

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary be and are hereby severally authorized to do such acts and deeds as may be necessary to bring the above resolution into effect”

(d) Approval for appointing Mr. Zachary Hollis 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 Companies Act 2013, and the rules framed thereunder, and the applicable provisions of the Articles of Association of the company, Mr. Zachary Hollis (DIN: 08361949), who was appointed as an Additional Director by the Board on 21st September, 2020, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director with immediate effect.

“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary be and are hereby severally authorized to do such acts and deeds as may be deemed necessary to bring the above resolution into effect”

(e) Approval for appointing Mr. Jan Frydrych 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. Jan Frydrych [DIN 08389430] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary be and are hereby severally authorized to do such acts and deeds as may be necessary to bring the above resolution into effect”

3. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION IN ALIGNMENT WITH PROVISIONS OF COMPANIES ACT,2013:

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

“RESOLVED THAT pursuant to the provisions of section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations

made thereunder including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of Association of the Company as per the draft circulated with the notice of this meeting with respect to the Objects clause (Clause III), Capital Clause [Clause V] of the Memorandum of Association of the Company and such other amendments as were required to be incorporated in order to align the Memorandum of Association with the provisions of the Companies Act, 2013, and the new set of Memorandum of Association be and is hereby approved and adopted in substitution for and to the exclusion, of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary and any other directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary and any other directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may

deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Maharashtra/ Ministry of Corporate Affairs), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT Mr. Anoop Pillai, the Company Secretary of the Company, be and is hereby authorised to issue/ provide certified true copies of this resolution.”

4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN ALIGNMENT WITH PROVISIONS OF COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association (as circulated along with notice of this meeting)

be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary and any other directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary and any other directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Maharashtra/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT Mr. Anoop Pillai, the Company Secretary of the Company, be and is hereby

authorised to issue/ provide certified true copies of this resolution.

5. ADOPTION OF NEW SET OF RULES OF PROCEDURE FOR THE COMPANY:

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

“RESOLVED THAT the new set of Rules of Procedure/Standing Orders (as circulated along with notice of this meeting) be and is hereby approved and adopted in substitution for, and to the exclusion, of the Standing Orders dated 9th July, 2014, of the Company.

RESOLVED FURTHER THAT Mr. Anoop Pillai, Company Secretary and any other directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

By Order of the Board of Directors
For SKODA AUTO Volkswagen India Private Limited
(formerly known as Volkswagen India Private Limited)

Sd/-
Anoopkumar Pillai
Company Secretary
anoopkumar.pillai@skoda-vw.co.in
FCS 3620

Place: Pune
Date: 21.09.2020

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 2 to 4 above is annexed hereto.
2. 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 THECOMPANY. 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.

3. 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.
4. Members holding shares in physical mode 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.
5. 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.
6. 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.
7. 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.
 8. 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.
 9. All documents, including financial statements, Copy of Amended Memorandum of Association and Copy of Amended Articles of Association referred to in this Notice, new set of Rules of Procedure 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 on anoopkumar.pillai@skoda-vw.co.in or by post addressed to Mr. Anoopkumar Pillai, Company Secretary.
 10. Electronic copy of the Financial Statement alongwith 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.

11. None of the Directors except Mr. Stanislav Chromec, Mr. Axel Shroeder, Mr. Jan Frydrych, Mr. Steffen Knapp, Mr. Zachary Hollis, and their relatives are interested directly or indirectly in the aforesaid resolution.
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EXPLANATORY STATEMENT:

Annexed to the notice convening the Thirteenth Annual General Meeting to be held on 30th September 2020.

Item no.2(a):

The Board of Directors in their meeting held on 21.09.2020 had appointed Mr. Axel Schroeder as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Mr. Axel Schroeder is working as 'Head of Sales Overseas V3' in Skoda auto a.s. Mlada Boleslav, currently, and it will be advantageous for the company to continue to avail his services as a Non Executive Board member of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Axel Schroeder are in any way concerned or interested financially or otherwise in the Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2(a) of the accompanying Notice for approval of the Members.

Item no.2(b):

The Board of Directors in their meeting held on 21.09.2020 had appointed Mr. Stanislav Chromec as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Mr. Stanislav Chromec is working as 'Head of Sales Controlling (FCV)' in Skoda auto a.s. currently, and it will be advantageous for the company to continue to avail his services as a Non Executive Board member of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Stanislav Chromec are in any way concerned or interested financially or otherwise in the Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2(b) of the accompanying Notice for approval of the Members.

Item no.2(c):

The Board of Directors in their meeting held on 21.09.2020 had appointed Mr. Steffen Knapp as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Mr. Steffen Knapp is working as the Brand Director for Volkswagen Passenger cars currently, and it will be advantageous for the company to continue to avail his services as an Executive Board member of the company. Hitherto Mr. Knapp was the Brand Director for Volkswagen Passenger cars in the erstwhile Volkswagen Group Sales India Pvt.Ltd. which got amalgamated

with the company pursuant to an order dated 5.09.2019 passed by the Hon'ble National Company Law Tribunal, Mumbai. Mr. Knapp has been doing a splendid job in promoting the sales of Volkswagen cars and it will be advantageous to appoint him on the Board of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Steffen Knapp are in any way concerned or interested financially or otherwise in the Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2(c) of the accompanying Notice for approval of the Members.

Item no.2(d):

The Board of Directors in their meeting held on 21.09.2020 had appointed Mr. Zachary Hollis as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Mr. Zachary Hollis is working as the Brand Director for Skoda cars currently, and it will be advantageous for the company to continue to avail his services as an Executive Board member of the company. Hitherto Mr. Hollis was the Brand Director for Skoda cars in the erstwhile Skoda Auto India Pvt.Ltd. which got amalgamated with the company pursuant to an order dated 5.09.2019 passed by the Hon'ble National Company Law Tribunal, Mumbai. Mr. Hollis has been doing a splendid job in promoting the sales of Skoda cars and it will be advantageous to appoint him on the Board of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Zachary Hollis are in any way concerned or interested financially or otherwise in the Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2(d) of the accompanying Notice for approval of the Members.

Item no.2(e):

The tenure of Mr. Jan Frydrych as a Director is valid until 30th September, 2020. Your Board is of the view that it will be advantageous for the company to continue to avail his services as an Executive Board member of the company even after 30.09.2020. Mr. Jan Frydrych has very good knowledge and experience in HR & Administration and has been doing a splendid job in improving the HR Systems and processes in the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Jan Frydrych are in any way concerned or interested financially or otherwise in the Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2(e) of the accompanying Notice for approval of the Members.

Item No.3: MEMORANDUM OF ASSOCIATION

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. Moreover, in view of the

amalgamation of Skoda Auto India Pvt.Ltd. and Volkswagen Group Sales India Pvt.Ltd. with the company pursuant to the order passed by National Company Law Tribunal on 5th September, 2019, changes were required to be done in certain clauses of the Memorandum of Association of the company in terms of the said order. Further the business of the erstwhile transferor companies need to also reflect in the main objects hence the need for adopting a new set of Memorandum of Association for the company.

Your directors' in its meeting held on 21st September, 2020, had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a.Clause III - (A) Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);
- b.Clause III - (B) Matters which are necessary for furtherance of the Objects specified.
- c.Clause III(C) - Other objects have been deleted;
- d.Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013, and the rules framed thereunder.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Annual General Meeting and the same is also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available during inspection at the Registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for the

proposed amendments in the Memorandum of Association of the Company.

Your Directors recommend passing of this resolution by way of a Special Resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3.

Item no. 4: NEW SET OF ARTICLES OF ASSOCIATION:

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 21st September, 2020, have decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and the same is also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors recommend passing of this resolution by way of a special resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4.

Item no.5: NEW SET OF RULES OF PROCEDURE/STANDING ORDERS:

The Board of Directors in their meeting held on 9.07.2014 had adopted Standing Orders to prescribe the rules of procedure for various topics including functioning of Board members, the ambit of their powers, the matters where shareholders' approval will be necessary etc. With the merger of Skoda Auto India Pvt.Ltd. and Volkswagen Group Sales India Pvt.Ltd. with the company it is proposed to amend the said Standing Orders, especially in view of the change in shareholding pattern post merger, and incorporate therein provisions which are necessary in the interest of the shareholders of the company. A copy of the new Rules of Procedure is available for inspection by members at the registered office of the company on any working day for kind perusal of members.

Some of the main highlights of the Rules of Procedure are as under:-

- a. The Non-Executive Directors shall not be regarded as being in charge of or responsible for the conduct or management of the Company.
- b. Quorum for Board meetings:
Minimum 3 Executive Directors plus atleast one Non Executive Director. If there are no Executive Directors then

minimum 2 Non Executive Directors shall form Quorum. If there are no Non Executive Directors then existing Executive Directors shall form Quorum for purpose of appointing a Non Executive Director proposed by Skoda auto a.s. or for convening General meeting.

c. Chairman:

Only Non Executive Directors to be Chairman of Board.

If Chairman is not present Non Executive Directors shall elect one among themselves to be Chairman of the meeting.

The Board of Directors have approved the Rules of Procedure in their meeting held on 21.09.2020 and recommends the approval of members as well to the said document. None of the directors or Key Managerial personnel are interested or concerned, financially or otherwise in any manner in the above resolution no.5.

By Order of the Board of Directors
For SKODA AUTO Volkswagen India Private Limited
(formerly known as Volkswagen India Private Limited)

Anoopkumar Pillai
Company Secretary
anoopkumar.pillai@skoda-vw.co.in
FCS 3620

Place: Pune
Date: 21.09.2020