

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 fourteenth (14th) Annual General meeting of the members of the company will be held on Thursday, 30th September, 2021 at 10.00 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, 2021, along with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. Appointment of Directors:

(a) Appointment of Mr. Chillara Sarma 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. Chillara Sarma [DIN 0009221656] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Chillara Sarma shall be an 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 Dr. Jan Prochazka 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 Dr. Jan Prochazka [DIN 09296654] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Dr. Jan Prochazka 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 Dr. Ralf Hanschen 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 Dr. Ralf Hanschen [DIN 09293762] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Dr. Ralf Hanschen 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.”

(d) Approval for appointing 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.

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.”

(e) Approval for appointing 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.

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.”

(f) Approval for appointing Mr. Ashish Gupta 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. Ashish Gupta [DIN 0009178960] as a Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Ashish Gupta shall be an 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.”

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: 31.08.2021

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 2(a) to 2(f) 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 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.

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, and other documents 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 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. Sarma Chillara, Dr. Jan Prochazka, Dr. Ralf Hanschen, Mr. Ashish Gupta, Mr. Martin Mahlke & Mr.Mojmir Hajek are interested directly or indirectly in the aforesaid resolution.
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EXPLANATORY STATEMENT:

Annexed to the notice convening the Fourteenth Annual General Meeting to be held on 30th September 2021.

Item no.2(a):

The Board of Directors through majority votes had approved on 16.08.2021 the appointment of Mr. Sarma Chillara vide Circular Resolution no.12/2021 as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Mr. Sarma Chillara is working as 'Director - HR & Administration' and has replaced Mr. Jan Frydrych who was heading the HR & Administration function hitherto. It will be advantageous for the company to continue to avail his services as a Board member of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Sarma Chillara 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 31.08.2021 had appointed Dr. Jan Prochazka as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Dr. Jan Prochazka is working as 'Head of Sales Asia and Overview,' 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 Dr. Jan Prochazka 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 31.08.2021 had appointed Dr. Ralf Hanschen as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Dr. Ralf Hanschen is working Head of Corporate Strategy in Volkswagen AG, 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 Dr. Ralf Hanschen 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):

Mr. Martin Mahlke has been working as the Executive Director – Finance & CFO, since 15.04.2019 and his tenure had ended on 31.12.2020. The Board of Directors through majority votes had approved on 10.12.2020 the re-appointment of Mr. Martin Mahlke vide Circular Resolution no.06/2020 as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

It will be advantageous for the company to continue to avail his services as a Board member of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Martin Mahlke 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):

Mr. Mojmir Hajek has been working as the Executive Director – Technical, since 1.07.2019 and his tenure had ended on 28.02.2021.

The Board of Directors through majority votes had approved on 8.02.2021 the re-appointment of Mr. Mojmir Hajek vide Circular Resolution no.01/2021 as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

It will be advantageous for the company to continue to avail his services as a Board member of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Mojmir Hajek 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.2(f):

The Board of Directors in their meeting held on 28.05.2021 had appointed Mr. Ashish Gupta as an Additional Director, in view of which his term would be valid until the conclusion of this Annual General meeting.

Mr. Ashish Gupta is working as Director - Volkswagen India Passenger Cars, and it will be advantageous for the company to continue to avail his services as a Board member of the company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Ashish Gupta 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(f) of the accompanying Notice for approval of the Members.

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: 31.08.2021