

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 Tenth (10th) ANNUAL GENERAL MEETING of the Members of the Company will be held at a shorter notice on Wednesday, the 20th September, 2017 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, 2017 along with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

“RESOLVED THAT Mr. Steffen Heim (DIN: 07726867), who was appointed as an Additional Director by the Board on 3rd February, 2017 under Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :

“RESOLVED that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, M/s Walker Chandiook & Co. LLP, (Firm Registration No.001076N/N500013), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Fifteenth (15th) Annual General Meeting of the Company subject to ratification by the shareholders at every Annual General Meeting and the Board of Directors be and are hereby authorized to fix the remuneration plus out-of-pocket expenses as may be agreed with the auditors, for the purpose of audit of the financial statements of the Company beginning from the financial year 2017 - 18 ending on the financial year 2021-22.

By Order of the Board of Directors
For **Volkswagen India Private Limited**

Sd/-
Anoop Kumar Pillai
General Manager Legal & Company Secretary
anoopkumar.pillai@volkswagen.co.in
FCS 3620

Place: Pune
Date: 11th September, 2017

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.
3. 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.
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@volkswagen.co.in or by post addressed to Mr. Anoop Pillai, General Manager - Legal & Company Secretary.
9. 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@volkswagen.co.in or by post addressed to Mr. Anoop Pillai, General Manager – Legal & Company Secretary.

10. None of the Directors except Mr. Steffen Heim, Key Managerial Personnel and their relatives are interested directly or indirectly in the aforesaid resolution.

By Order of the Board of Directors
For **Volkswagen India Private Limited**

Sd/-
Anoop Kumar Pillai
General Manager & Company Secretary
anoopkumar.pillai@volkswagen.co.in
FCS 3620

Place: Pune
Date: 11th September, 2017