

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 Eleventh (11th) ANNUAL GENERAL MEETING of the Members of the Company will be held on Monday, 17th September, 2018 at 12.00 noon 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, 2018, along with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

2. **Re-appointment of Dr. Andreas Lauermann as President and Managing Director:-**

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

“RESOLVED THAT pursuant to the provisions of sections 196 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with the Rules made thereunder and such other approvals as may be necessary and applicable, Dr. Andreas Lauermann [DIN 07196194] be and is hereby re-appointed as the ‘President & Managing Director’ of the Company for a

period of 6 months with effect from 1st July, 2018, on the terms and conditions and payment of remuneration and other perquisites/benefits to Dr. Andreas Lauermann as set out in the agreement between the Company and Dr. Lauermann, a copy of whereof has been tabled at this meeting and the said agreement is hereby approved.

RESOLVED FURTHER THAT Ms. Annette Pech- Executive Director- Finance and CFO and Mr. Patrick Masson- Executive Director-HR & Admin jointly are hereby authorized to execute and deliver all the documents and deeds, writing(s), paper(s), agreement(s), as may be necessary in connection with the aforesaid re-appointment of Dr. Andreas Lauermann as the President and Managing Director of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and/or the Company Secretary, be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental thereto for giving effect to the above resolution.”

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

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

Place: Pune

Date: 23rd July, 2018

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

10. None of the Directors, Key Managerial Personnel and their relatives, except Dr. Andreas Lauermann, are interested directly or indirectly in the aforesaid resolution.

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

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

Place: Pune

Date: 23rd July, 2018

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2 of the Notice:-

The Members are informed that the contract of employment of Dr. Andreas Lauermann with the Company for the post of President & Managing Director will expire on 30th June, 2018. Accordingly, the Board in its meeting held on 25th June, 2018, re-appointed Dr. Andreas Lauermann as President & Managing Director for a period of 6 months effective from 1st July, 2018 until 31st December, 2018, subject to approval of the Members at a General Meeting.

The terms of appointment as required under Section 196 of the Companies Act, 2013 is as per the contract entered with Dr. Andreas Lauermann which is enclosed to the notice for kind perusal.

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.**

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

Anoop Kumar Pillai
General Manager & Company Secretary
anoopkumar.pillai@volkswagen.co.in

FCS 3620

Place: Pune

Date: 23rd July, 2018

LAND MARK:- off Volkswagen Road

ROUTE MAP:-

Route 1 (Fastest):
via Alandi Rd/Pune - Alandi Rd **1 h 6 min**
29.9 km
Fastest route, despite the usual traffic
⚠️ This route has restricted usage or includes private roads.
[DETAILS](#)

Route 2:
via Mumbai - Pandharpur Rd/Old Mumbai Rd/Old Mumbai - Pune Hwy **1 h 29 min**
36.0 km

Map labels include: Volkswagen Pune Plant - India, Pune International Airport, Pimpri-Chinchwad, Dehu Road, Kurali, Chimbali, and various local landmarks like Talegaon Dabhade and Induri.

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: **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 Eleventh (11th) Annual General Meeting of the Members of **VOLKSWAGEN INDIA PRIVATE LIMITED** to be held on Monday, 17th September, 2018 at 12.00 noon. 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, 2018 along with the Reports of the Board of Directors and the Auditors thereon
SPECIAL BUSINESS	
3	Re-appointment of Dr. Lauer mann as President and Managing Director

Signed this ____ day ____ of _____ 2018

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 11th Annual General Meeting
(To be presented at the entrance)**

Eleventh (11th) Annual General Meeting of the Members of **VOLKSWAGEN INDIA PRIVATE LIMITED** held on Monday, 17th September, 2018 at 12.00 noon. 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 Eleventh (11th) Annual General Meeting of the Members of **VOLKSWAGEN INDIA PRIVATE LIMITED** held on Monday, 17th September, 2018 at 12.00 noon 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:
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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.