

VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED

Regd. Office: Embassy Techzone, 9th Floor, Congo Building, Rajiv Gandhi Infotech Park Phase – II,
Hinjewadi, Pune – 411057, Maharashtra, India

Ph.: +91 20 39157000 ● CIN: U72900PN2015FTC155348

Email:- vinay.mishra@volkswagen.co.in

NOTICE is hereby given that the Fifth (5th) Annual General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** will be held on Wednesday, the 30th day of September, 2020 at the Registered Office of the Company situated at Embassy Techzone, 9th floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park, Hinjewadi Phase – II, Pune 411057 at 09.30 A.M. to transact the following businesses:

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.
2. Declaration of Dividend of INR 233.25/- per share of INR 100/- each.
3. Regularization of Appointment of Mr. Jan Drbohlav as the Executive Director – Delivery;

The members, if thought fit, may pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 161, 196 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with provisions of Schedule V of the Act, and/or any amendment or re-enactment thereof, the Members hereby accord their consent for the regularization of the appointment of Mr. Jan Drbohlav [DIN 08660612] as the Executive Director – Delivery of the Company, on the terms and conditions and payment of remuneration and other perquisites/benefits to Mr. Jan Drbohlav as set out in the appointment letter issued by the Company to Mr. Jan Drbohlav.

AND RESOLVED 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 do all such acts, deeds and things as may be necessary, proper, expedient or incidental thereto for giving effect to the above resolution.”

4. Appointment of SRBC & Co. LLP as the Statutory Auditors of the Company.

By Order of the Board of Directors
Volkswagen IT Services India Private Limited

Vinay Mishra
Company Secretary
ACS - 38702

Pune
17th September, 2020

NOTES:

- a. 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.
- b. 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.
- c. 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.
- d. 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.
- e. 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 Annual General Meeting.
- f. 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 Annual General Meeting.
- g. All documents pertaining to the above resolutions 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 working days up to the conclusion of this Annual General Meeting. The shareholders may also ask for a copy of any documents referred in the statement below pursuant to section 102(1) of the Companies Act, 2013, annexed to this notice by sending their request via

e-mail to vinay.mishra@volkswagen.co.in or by post addressed to Mr. Vinay Mishra, Company Secretary at the registered office.

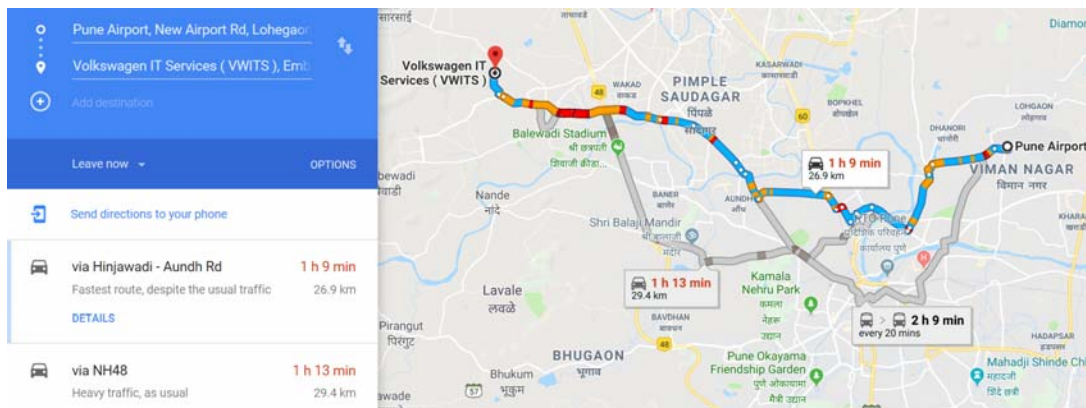
- h. None of the Directors, Key Managerial Personnel and their relatives are interested directly or indirectly in the aforesaid resolution.
- i. The Dividend shall be paid to the shareholders within 5 days from the date of approval by the shareholders.

By Order of the Board of Directors
For Volkswagen IT Services India Private Limited

Vinay Mishra
Company Secretary
ACS – 38702

Pune
17th September, 2020

LAND MARK:- Opposite to Atos India, Hinjewadi
ROUTE MAP:-



ANNEXURE TO THE NOTICE

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

Item No. 3 of the Notice:-

The Members are informed that Mr. Jan Drbohlav was appointed as an Executive Director – Delivery on the Board in the capacity of Additional Director with effect from 07th January, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, his appointment shall be regularized at the ensuing Annual General Meeting. The Board recommends regularization of the appointment of Mr. Jan Drbohlav as an Executive Director – Delivery on the Board of the Company.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution, except for Mr. Jan Drbohlav to the extent of this being related to his appointment.

The Board recommends the Resolution for approval of the Members.

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

Vinay Mishra

Company Secretary

ACS - 38702

Address:- House No. 1247, Lane 7, Sai Satyam Park,
Nagar Road Wagholi, Pune 412207

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: **U72900PN2015FTC155348**
Name of the Company: **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED**
Registered Office: **EMBASSY TECHZONE, 9TH FLOOR, 1.3 CONGO BUILDING, RAJIV GANDHI INFOTECH PARK, HINJEWADI PHASE – II, PUNE 411057**

| |
|-------------------------|
| 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 Fifth Annual General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** to be held on Wednesday, the 30th day of September, 2020 at the Registered Office of the Company situated at Embassy Techzone, 9th floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park, Hinjewadi Phase – II, Pune 411057 at 09.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:-

| Resolution Number | Business to be Transacted |
|--------------------------|--|
| 1 | To receive, consider and adopt the audited Financial Statements for the year ended 31 st March, 2020 along with the Reports of the Board of Directors and the Auditors thereon. |
| 2 | Declaration of Dividend of INR 233.25/- per share of INR 100/- each. |
| 3 | Regularization of Appointment of Mr. Jan Drbohlav as the Executive Director – Delivery; |
| 4 | 4. Appointment of SRBC & Co. LLP as the Statutory Auditors of the Company |

Signed this ____ day ____ of _____ 20__

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

Fifth Annual General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** to be held on Wednesday, the 30th day of September, 2020 at the Registered Office of the Company situated at Embassy Techzone, 9th floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park, Hinjewadi Phase – II, Pune 411057 at 09.30 A.M.

I/We hereby record my/our presence at the Fifth Annual General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** to be held on Wednesday, the 30th day of September, 2020 at the Registered Office of the Company situated at Embassy Techzone, 9th floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park, Hinjewadi Phase – II, Pune 411057 at 09.30 A.M.

| | |
|-----------------|---|
| 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.