

VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED

Regd. Office: Embassy Techzone, 9th Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II,
Hinjewadi, Pune – 411057, Maharashtra, India
Ph.: +91 20 39157000 ● CIN: U72900PN2015FTC155348
Email:- ishan.kulkarni@volkswagen.co.in

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** will be held on Wednesday, the 10th Day of March, 2021 at the Registered Office of the Company situated at Embassy Techzone, 9th Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057, Maharashtra, India at 10.00 A.M. to transact the following special businesses:

Item No. 1:-

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

LEASING OF OFFICE SPACE IN BENGALURU:-

“RESOLVED THAT pursuant to the provisions of Section 179 and any other provisions of the Companies Act, 2013 and the Rules made thereunder, read with Article 117 of the Articles of Association of the Company and also pursuant to the Standing Orders of the Company, consent of the members be and is hereby accorded towards acquisition of premises on lease basis in Bengaluru, Karnataka, India on such terms and conditions as the Board may agree with the landlord /owner/shared space service of the prospective office space.

RESOLVED FURTHER THAT Mr. Sidharth Yadav – Chairman & Managing Director and Mr. Jan Drbohlav – Executive Director Delivery, be and are hereby severally authorized to enter into a lease agreement on behalf of the Company, sign documents, forms and papers and to do such other acts, deeds and things as may be necessary to bring the above resolution into effect and also to delegate their authority to any of the employees of the Company.

RESOLVED FURTHER THAT the Company Secretary be and is authorized to comply with all the related compliance and to do things as may be necessary to bring the above resolution into effect.”

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


Ishan Kulkarni
Company Secretary
ACS – 31932

Pune
24th February, 2021

NOTES:

- a. The statement pursuant to section 102 of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
- b. 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.
- c. 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.
- d. 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.
- e. 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.
- f. 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 Extra- ordinary General Meeting.
- g. 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 Extra- ordinary General Meeting.
- h. 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 Extra- ordinary 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 ishan.kulkarni@volkswagen.co.in or by post addressed to Mr. Ishan Kulkarni, Company Secretary at the registered office.

- i. None of the Directors, Key Managerial Personnel and their relatives are interested directly or indirectly in the aforesaid resolution.

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



Ishan Kulkarni
Company Secretary
ACS - 31932

Pune
24th February, 2021

ANNEXURE TO THE NOTICE

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

Item No. 1 of the Notice:-

The Members are informed that it is proposed to acquire premises in Bengaluru on lease basis for the purpose of setting up a branch of the Company in Bengaluru. The Company is in the process of identifying ideal location for new office space in Bengaluru. The negotiations for lease rent, deposit and other terms will be triggered thereafter. The Members are also informed that pursuant to the provisions of Article § 3 of the Standing Orders and Article 117 of the Articles of Association of the Company, approval of shareholders is required for leasing of office space in Bengaluru.

The Board, in its meeting dated 24th February 2021, has approved the leasing of office space in Bengaluru, subject to approval by members of the company.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution.

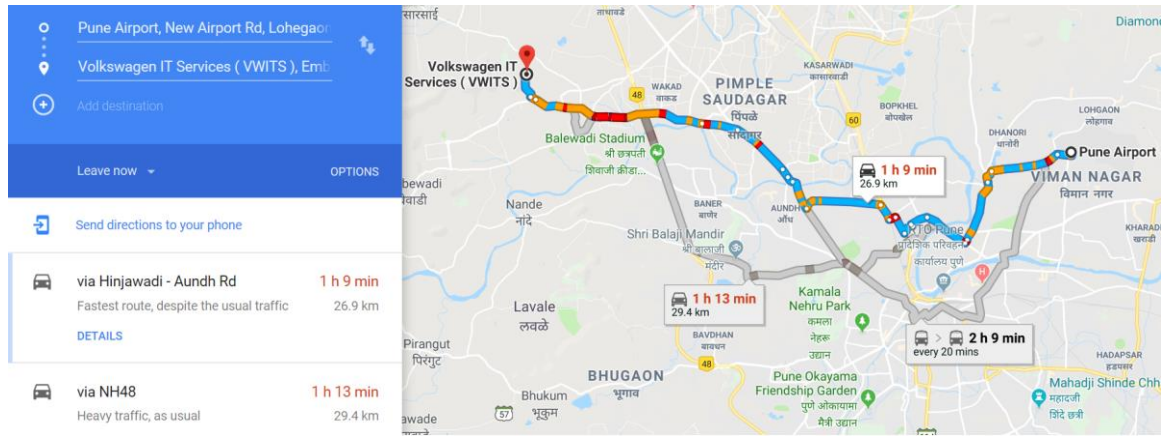
The Board recommends the Resolution for approval of the Members.

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


Ishan Kulkarni
Company Secretary
ACS - 31932

Pune
24th February, 2021

ROUTE MAP:-



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 PHASE – II, HINJEWADI, 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 Extra Ordinary General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** to be held on Wednesday, the 10th Day of March, 2021 at the Registered Office of the Company situated at Embassy Techzone, 9th Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057, Maharashtra, India at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution Number	Business to be Transacted
1	Leasing of Office Space in Bengaluru

Signed this ____ day ____ of _____ 2021

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 Extra Ordinary General Meeting
(To be presented at the entrance)**

Extra Ordinary General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** to be held on Wednesday, the 10th Day of March, 2021 at the Registered Office of the Company situated at Embassy Techzone, 9th Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057, Maharashtra, India at 10.00 A.M.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of **VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED** to be held on Wednesday, the 10th Day of March, 2021 at the Registered Office of the Company situated at Embassy Techzone, 9th Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057, Maharashtra, India at 10.00 A.M.

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.