



NOTICE OF THE MEETING

NOTICE is hereby given that the Eighth (8th) Annual General Meeting of the Members of **VOLKSWAGEN GROUP TECHNOLOGY SOLUTIONS INDIA PRIVATE LIMITED (ERSTWHILE VOLKSWAGEN IT SERVICES INDIA PRIVATE LIMITED)** will be held at shorter notice on Thursday, the 31st day of August, 2023 at the Registered Office of the Company at Embassy Techzone, 9th floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park, Hinjewadi Phase – II, Pune 411057 at 10.00 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, 2023 along with the Reports of the Board of Directors and the Auditors thereon
2. Declaration of Dividend of INR 493.946/- per share of INR 100/- each tentatively on 12th September, 2023

SPECIAL BUSINESS

3. Regularization of appointment of Mr. Kausik Basu (DIN 10094137) as an Executive Director of the Company

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 appointment of Mr. Kausik Basu (DIN 10094137) as the Executive Director of the Company, on the terms and conditions and payment of remuneration and other perquisites/benefits to Mr. Kausik Basu as set out in the appointment letter issued by the Company to Mr. Kausik Basu.

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

Your Reference
Your Letter from
Our Reference
Extension
Fax
E-Mail

Date

**Volkswagen Group Technology
Solutions India Private Limited**
*(Formerly known as Volkswagen IT
Services India Private Limited)*

Embassy Techzone,
9th Floor, 1.3 Congo Building,
Rajiv Gandhi Infotech Park,
Hinjewadi – Phase II,
Pune – 411057,
Maharashtra, India

Phone: +91-20-3915 7000
www.vvits.in

CIN: U72900PN2015FTC155348



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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."

By Order of the Board of Directors
Volkswagen Group Technology Solutions India Private Limited
(Formerly known as Volkswagen IT Services India Private Limited)

A handwritten signature in blue ink, appearing to read 'Ishan Kulkarni', written over a faint circular stamp.

Ishan Kulkarni
Company Secretary
ACS – 31932

Date: 17th August, 2023

Place: Gurugram



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 ishan.kulkarni@volkswagen.co.in or by post addressed to Mr. Ishan Kulkarni, Company Secretary at the registered office.

h. Required member's consent to call the meeting at shorter notice has been taken.

i. Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed to the notice.

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

Dividend related information:

1. Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members.

2. Payment of dividend shall be made through electronic mode to the Members.

3. Tax Deductible at Source / Withholding tax:

3.1 Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.

3.2 The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company.

3.3 Non-resident shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before 30th July, 2023, the following document(s), as mentioned in column no. 3 of the below table, to the Company. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).



Particulars (1)	Withholding Tax Rate (2)	Documents required (if any) / Remarks (3)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial.	<p>FPI registration certificate in case of FIIs / FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received. 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment / fixed base in India. <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company)</p>



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By Order of the Board of Directors
Volkswagen Group Technology Solutions India Private Limited
(Formerly known as Volkswagen IT Services India Private Limited)

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Ishan Kulkarni
Company Secretary
ACS - 31932

Date: 17th August, 2023
Place: Gurugram



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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. Kausik Basu was appointed as Executive Director on the Board in the capacity of Additional Director with effect from 1st April, 2023.

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. Kausik Basu as Executive Director 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. Kausik Basu 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
Volkswagen Group Technology Solutions India Private Limited
(Formerly known as Volkswagen IT Services India Private Limited)

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Ishan Kulkarni
Company Secretary
ACS - 31932

Date: 17th August, 2023

Place: Gurugram