



**VOLKSWAGEN GROUP TECHNOLOGY SOLUTIONS INDIA PRIVATE LIMITED**

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

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

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **VOLKSWAGEN GROUP TECHNOLOGY SOLUTIONS INDIA PRIVATE LIMITED** will be held on **Monday the 11<sup>th</sup> Day of November, 2024** at Embassy Techzone, 9<sup>th</sup> Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057, Maharashtra, India at 04.00 .P.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 – Special Business:**

**REGULARISATION OF MR. SIDHARTH YADAV (DIN: 07145576) AS CHAIRMAN AND DIRECTOR (NON-EXECUTIVE).**

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Article 90 and 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 the acceptance of resignation letter of Mr. Sidharth Yadav (DIN: 07145576) dated 23<sup>rd</sup> October, 2024, the Members hereby accords their consent and approval to regularize the appointment of **Mr. Sidharth Yadav [DIN 07145576] as Chairman & Director (Non-Executive)** of the Company with effect from **11<sup>th</sup> November, 2024.**

**RESOLVED FURTHER THAT** that any one of the directors be and is hereby authorized to negotiate, amend, finalize, execute and deliver all the documents and deeds, writing(s), paper(s), agreement(s), as may be expedient in connection with the aforesaid regularization of Mr. Sidharth Yadav as the Chairman and Director (Non-Executive) 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 is hereby severally authorized to complete the statutory formalities and to file required e-forms with Ministry of Corporate Affairs and to do all such acts, deeds and things as may be

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

Embassy Techzone,  
9<sup>th</sup> 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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necessary, proper, expedient or incidental thereto for giving effect to the above resolution.”

**Item No. 2:-**

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

**APPROVAL FOR ACCEPTING BY MR. SIDHARTH YADAV (DIN: 07145576) HIS APPOINTMENT AS CHIEF EXECUTIVE OFFICER OF VW GROUP IT SOLUTIONS GmbH (“VW GIS”) REMAINING IN HIS CAPACITY AS CHAIRMAN & DIRECTOR (NON-EXECUTIVE) OF VWITS.**

“**RESOLVED THAT** pursuant to the applicable provisions of Article 90 of the Articles of Association of the VWITS and also pursuant to the Standing Orders of the Company, consent of the members be and is hereby accorded towards the approval for accepting by Mr. Sidharth Yadav (DIN: 07145576) his appointment as Chief Executive Officer of **VW GROUP IT SOLUTIONS GMBH** with effect from **1st November 2024** remaining in his capacity as **CHAIRMAN & DIRECTOR (NON-EXECUTIVE)** of **VWITS**.

**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 is hereby severally authorized to inform VW GIS 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.”

**Item No. 3:-**

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

**OMNIBUS APPROVAL AND RATIFICATION FOR THE RELATED PARTY TRANSACTION FOR THE PERIOD 11<sup>th</sup> NOV-2024 TILL 31-MAR-2025**

“**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded pursuant to Section 188 and all other applicable provisions of the companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules 2014 (including any other statutory modification(s) or re-enactment thereof, for the time being in force , omnibus approval and Ratification for the proposed Related Party Transactions for the period 11<sup>th</sup> -Nov-2024 till 31-Mar- 2025 as given for the purpose of identification :





S. No	Name of Related Party	Nature of Transaction	Transaction Limit
1	Volkswagen Group IT Solutions GmbH	Leasing of Property from VW GIS	€ 26,180
2	Volkswagen Group IT Solutions GmbH	Availing of Services	€5,500
3	Volkswagen Group IT Solutions GmbH	Rendering of Services	€ 40,000,000
4	Volkswagen Group IT Solutions GmbH	Other cost (Chargeback )	€5,000,000

**RESOLVED FURTHER THAT** any of the two Directors of the Board be and is hereby authorized to do all such acts, matters, deeds and things and execute such addendum contracts/ arrangements/ transactions, documents and writings and make such changes to the terms and conditions of these addendum contracts/ arrangements/ transactions, documents and writings as may be considered necessary , proper or expedient to give effect to the resolution and for matters connected herewith or incidental there to in the best interest of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Board or Company Secretary be and are hereby jointly / severally authorized to make necessary entries in the statutory registers to be maintained by the Company, documents, papers, writings and forms for and on behalf of the Company in this context and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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



**Priyal Singh**  
Company Secretary  
ACS – 54974

Place: Pune  
Date: 11<sup>th</sup> Nov 2024



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**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.





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- 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 [priyal.singh@volkswagen.co.in](mailto:priyal.singh@volkswagen.co.in) or by post addressed to Ms. Priyal Singh, 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 Group Technology Solutions India Private Limited



**Priyal Singh**  
Company Secretary  
ACS – 54974

Place: Pune

Date:11-Nov-2024



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**ANNEXURE TO THE NOTICE**

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

**Item No. 1 & 2 of the Notice:-**

The Members are informed that **Mr. Sidharth Yadav [DIN 07145576]** was appointed as Managing Director on the Board with effect from 09-June-2015. Due to his appointment as CEO in Volkswagen Group IT Solutions GmbH with effect from **1<sup>st</sup> November 2024**, he has tendered his resignation from the office of Managing Director w.e.f closing hours of 31<sup>st</sup> October, 2024 to meet the statutory requirements and appointed as additional Director on the Board of VWITS on 11<sup>th</sup> November, 2024 further his appointment is proposed by the Board to be Regularized as a **Chairman and Director** (Non-Executive) of the Company (VWITS) w.e.f **11<sup>th</sup> November, 2024**.

Pursuant to the Article 90 and 117 of the Articles of Association of the Company and also pursuant to the Standing Orders of the Company and relevant provisions of the Companies Act, 2013, his change in designation shall be regularized at the ensuing Extra-Ordinary General Meeting. The Board recommends change in designation of Mr. Sidharth Yadav as Chairman and Non-Executive Director on the Board of the Company and further seeks Shareholders approval on accepting his appointment as CEO in VW GIS considering the Articles of Association and Standing Orders of VWITS.

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

The Board recommends the Resolution for approval of the Members.

**Item No. 3 of the Notice:-**

The members are informed that, due to appointment of Mr. Sidharth Yadav as CEO of Volkswagen Group IT Solutions GmbH both entities i.e. Volkswagen Group Technology Solutions India Private Limited and Volkswagen Group IT Solutions GmbH both entities will fall under the purview of Section 2 (76) Related Party of the Companies Act, 2013 ('Act') and Rules made thereunder, and will have to comply





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with the provisions of section 188 – Related Party Transactions and rules made there under.

*Further , it may be noted that the Company is required to obtain approval of the Board for all the Related Party transactions which are not in the ordinary course of business and not at Arm's Length basis at the board meeting on prior basis in the manner specified as per the provisions of the Act. The said transactions shall also require prior basis shareholder's approval if the limit specified in the Act with respect to any transaction is exceeded i.e. 10% or more of the Turnover of the Company.*

The detailed summary of transactions to be entered into with Volkswagen Group IT Solutions GmbH is proposed for an omnibus approval by the Members for the period **11-Nov-2024 till 31-Mar-2025** along with Management's recommendation with respect to its being in "Ordinary Course of Business" and "Arm's Length basis".

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said resolution, except for Mr. Sidharth Yadav 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 Group Technology Solutions India Private Limited**



**Priyal Singh**  
Company Secretary  
ACS – 54974

Place: Pune

Date: 11-Nov-2024



**ROUTE MAP:- .**







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**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 GROUP TECHNOLOGY SOLUTIONS  
INDIA PRIVATE LIMITED**

Registered Office: **EMBASSY TECHZONE, 9<sup>TH</sup> 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 GROUP  
TECHNOLOGY SOLUTIONS INDIA PRIVATE LIMITED** to be held on Shorter notice on  
**Monday the 11<sup>th</sup> Day of November, 2024** at Embassy Techzone, 9<sup>th</sup> Floor, 1.3 Congo  
Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057,





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Maharashtra, India at 04:00 .P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution Number	Business to be Transacted
1	REGULARISATION OF MR. SIDHARTH YADAV (DIN: 07145576) AS CHAIRMAN AND DIRECTOR (NON-EXECUTIVE).
2	APPROVAL FOR ACCEPTING BY MR. SIDHARTH YADAV (DIN: 07145576) HIS APPOINTMENT AS CHIEF EXECUTIVE OFFICER OF VW GROUP IT SOLUTIONS GmbH ("VW GIS") REMAINING IN HIS CAPACITY AS CHAIRMAN & DIRECTOR (NON-EXECUTIVE) OF VWITS.
3	OMNIBUS APPROVAL FOR THE RELATED PARTY TRANSACTION FOR THE PERIOD 11th NOV-2024 TILL 31-MAR-2025

Signed this \_\_\_\_ day \_\_\_\_ of \_\_\_\_\_ 2024

Revenue Stamp of  
Re. 1/-

Signature of Shareholders

Signature of Proxy holder(s)

**Note:**

- 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.
- The proxy may not be a member of the company.
- Appointing a proxy does not prevent a members from attending the meeting in person if he / she so wishes.
- 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 GROUP TECHNOLOGY SOLUTIONS INDIA PRIVATE LIMITED** to be held on Shorter notice on **Monday the 11<sup>th</sup> Day of November, 2024** at Embassy Techzone, 9<sup>th</sup> Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057, Maharashtra, India at 04.00 .P.M.(IST)

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of **VOLKSWAGEN GROUP TECHNOLOGY SOLUTIONS INDIA PRIVATE LIMITED** to be held on shorter Notice on **Monday the 11<sup>th</sup> Day of November, 2024** at Embassy Techzone, 9<sup>th</sup> Floor, 1.3 Congo Building, Rajiv Gandhi Infotech Park Phase – II, Hinjewadi, Pune – 411057, Maharashtra, India at 04.00 .P.M.(IST)

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:

- Only Member / Proxy holder can attend the Meeting
- Proxy holder should bring his/her identity proof at the meeting.

