



NOTICE OF THE 30TH ANNUAL GENERAL MEETING
(through Video Conferencing)

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF KNORR BREMSE INDIA PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, AUGUST 12, 2024 AT 02:30 PM IST/ 05:00 PM HKT AT 51/4 KM STONE, VILL. & PO BAGHOLA, PALWAL-121102, HARYANA THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS AT SHORTER NOTICE:

ORDINARY BUSINESS

1. To receive, consider and adopt Standalone Annual Financial Statement for the Financial Year ended March 31, 2024 together with the report of Auditor and Directors thereon.
2. To receive, consider and adopt Consolidated Annual Financial Statement for the Financial Year ended March 31, 2024 together with the report of Auditor thereon.
3. Appointment of Statutory Auditor
4. To confirm Interim Dividend declared by the Board of Directors on October 16, 2023
5. To declare final Dividend for the financial year 2023-24

SPECIAL BUSINESS

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

TO APPOINT MR. HARALD SCHEIDER AS DIRECTOR

"**RESOLVED THAT** Mr. Harald Schneider (Director Identification Number: 10423092), who was appointed as an Additional Director of the Company by the Board of Directors on December 27, 2023, and held the directorship with effect from January 01, 2024 till the date of this Annual General Meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, be and is hereby officially appointed as a Director of the Company."

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

TO APPOINT MR. LEONID OVCHINNIKOV AS DIRECTOR

"**RESOLVED THAT** Mr. Leonid Ovchinnikov (Director Identification Number: 10394958), who was appointed as an Additional Director of the Company by the Board of Directors on December 27, 2023, and held the directorship with effect from January 01, 2024 till the date of this Annual General Meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, be and is hereby officially appointed as a Director of the Company."

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

TO RATIFY AND APPROVE REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH 2025

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the remuneration payable to M/s Jai Prakash & Co., Cost & Management Accountants, Faridabad (FRN 100572), appointed by the Board of Directors as the Cost Auditor of the company for the financial year ending on 31st March 2025, amounting to Rs. 200,000/- (Rupees Two Lac only) plus GST and out of reasonable pocket expenses, be and is hereby ratified and confirmed.”

By Order of the Board of Directors
For Knorr-Bremse India Private Limited



Deepika Arora
Company Secretary
M. No.: ACS35916
Address: H.N.: 1688, Faridabad-05,
Haryana India

Date: 09.08.2024
Place: Palwal

NOTES AND GENERAL INSTRUCTION FOR ACCESSING / PARTICIPATING IN THE AGM THROUGH VIDEO CONFERENCING (VC) FACILITY:

- A. As per Indian Companies Act, all shareholders' meetings are mandatorily required to be held physically.
- B. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Accordingly, the MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 ("MCA Circulars") permitted convening the AGM through VC and OAVM without the physical presence of the members at a common venue.
- C. In Accordance with MCA Circulars and applicable provisions of Companies Act, 2013, the AGM of the Company is being conducted through VC Facility. The deemed venue for the AGM shall be the Registered Office of the Company situated at 51/4 KM Stone, Village & PO Baghola, Delhi Mathura Road, Palwal-121102. The members will be able to attend the AGM through VC using the Teams link provided separately in the outlook invitation.
- D. The Register of Members will remain closed in terms of the provision of the Companies Act, 2013.
- E. Facility for joining the VC shall be kept open for the Members from 01:00 pm IST and may be closed at 04:00 pm IST or thereafter.
- F. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
- G. the Regional Director, via Order No. 2(41)/02/AA5928062/2023/8676 dated January 8, 2024 (Annexure-I), has extended the current financial year to March 31, 2024. Accordingly, Annual Financial Statements, Auditor Report and Directors' Report for the financial year ending on March 31, 2024 are enclosed for adoption by the shareholders of the Company.
- H. At the Annual General Meeting (AGM) on August 4, 2023, the shareholders re-appointed PGM & Associates (FRN: 017333N) as the Statutory Auditor for a two-year term, from the conclusion of the 29th AGM until the conclusion of the 31st AGM for the financial year ending December 31, 2024.
- However, the Regional Director, via Order No. 2(41)/02/AA5928062/2023/8676 dated January 8, 2024 (Annexure-II), has extended the current financial year to March 31, 2024, and the next financial year will end on March 31, 2025. Thus, the auditor's term will now continue until the conclusion of the 31st AGM for the financial year ending March 31, 2025.
- I. The Board of Directors of the Company, at their Meeting held on August 09, 2024, have recommended a final dividend of INR 196.3/- per share on 13,757,099 Equity Shares of Rs 100/- each amounting to 2,700,518,534/- (Rupees Two Billion Seven Hundred Million Five Hundred Eighteen Thousand Five Hundred Thirty-Four Only equivalent to EUR 30 million with exchange rate of INR 90 per euro).
- J. Explanatory Statement pursuant to Section 102(1) of the Act, in respect of item no. 6 to 8 is annexed and forms a part of this Notice.

- K. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum.
- L. Since the AGM will be held through VC / OAVM, the Route Map is not annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1)

Explanatory statement for item no. 6 & 7

Mr. Harald Schneider and Mr. Leonid Ovchinnikov who were appointed as Additional Directors of the Company by the Board of Directors on December 27, 2023 to hold directorship from January 01, 2024 till the date of this Annual General Meeting of the Company are eligible for appointment as Directors of the Company.

The Board of Directors recommend these resolutions for approval of the Shareholders of the Company by way of Ordinary Resolutions.

Explanatory statement for item no. 8

As per the Companies Act, 2013 of India, the remuneration payable to M/s Jai Prakash & Co., Cost & Management Accountants, Faridabad (FRN 100572), who was appointed by the Board of Directors as the Cost Auditor to conduct the audit of the Cost Accounts of the Company for the financial year ending on March 31, 2025 is required to be confirmed in this Annual General Meeting.

The Board of Directors recommend passing of the resolution for approval of the Shareholders of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives hold any interest in the above business.

By Order of the Board of Directors
For Knorr-Bremse India Private Limited



Deepika Arora
Company Secretary
M. No.: ACS35916
Address: H.N.: 1688, Faridabad-05,
Haryana India

Date: 09.08.2024
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