

NOTICE OF THE 28TH ANNUAL GENERAL MEETING
(through Video Conferencing)

**Knorr-Bremse
India Private Limited**

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF KNORR BREMSE INDIA PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022 AT 14:00 PM (IST) 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 31st December 2021 together with the report of Auditor and Directors thereon.
2. To receive, consider and adopt Consolidated Annual Financial Statement for the Financial Year ended 31st December 2021 together with the report of Auditor thereon.
3. To confirm the Interim Dividend declared by the Board of Directors in Board Meeting held on 08 June 2022.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

TO AMEND ARTICLES OF ASSOCIATION OF COMPANY

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder, following para bearing Articles# 50 to 54 are inserted after Article# 49 in the existing Articles of Association (AOA) of the Company.

XI. CONFLICT OF INTEREST

50. *Every Director, who is personally (whether directly or indirectly) concerned or interested in a contract or arrangement (including proposed contract or arrangement of the Company (“Interested Director”), shall disclose the nature of his concern or interest at a meeting of the Board of Directors.*
51. *In the case of a proposed contract or arrangement, the disclosure required to be made by Interested Director under Article 50 above, shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Interested Director was not at the date of the meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested. In the case of any other contract or arrangement (including those have already been approved and/or being processed by the Company), the required disclosure shall be made at the first meeting of the Board held after the Interested Director becomes concerned or interested in the contract or arrangement.*
52. *The Interested Director shall not take any part in the discussions of, or vote on, any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is personally (either directly or indirectly) concerned or interested in the contract or arrangement; nor shall his presence be counted for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void.*

53. Where any director's interest(s) is in relation to (i) any inter-company transaction, arrangement or contract of the Company and/or (ii) his/her other positions in the shareholder of the Company or other companies promoted by the shareholder, and the matters are not related to personal interests of the director, such matters shall not be considered or constituted as Director's Conflict of Interest as referred hereunder.

XII. KNORR-BREMSE GROUP GUIDELINES

54. Save as otherwise expressly provided in the Act or any other applicable law, regulation or in any resolution passed by the Company in general meeting, (i) all group guidelines and/or policies issued or approved by Knorr-Bremse AG and (ii) all regional guidelines and/or policies issued at Knorr-Bremse Asia Pacific level shall automatically be applied to the Company. Unless otherwise directed by the Board of Directors, the Managing Director of the Company is duly authorized and shall be responsible to ensure implementation all such guidelines and policies within the Company and within reasonable time.

RESOLVED FURTHER THAT consequent upon above insertion, Articles bearing serial number 50 to 72 in existing AOA will re-numbered and read as Article# 55 to 77.

RESOLVED FURTHER THAT any one of the Directors / Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds including but not limited to signing, executing documents, agreements, letters, deeds, filing the relevant forms including returns and/or reports in Form MGT-14 or such other document as applicable with the Ministry of Corporate Affairs and/or Registrar of Companies, and with such other authorities as may be required from time to time and to do all such acts, deeds or things as may be required to give effect to these resolutions."

5. 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 DECEMBER 2022

"**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 December 2022, 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: 29.09.2022
Place: Palwal

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

- A. On 10.06.2022, the Company had filed an application vide SRN F05465901 with Registrar of Companies (ROC) requesting for an extension of time for the purpose of holding 28th AGM and the same was allowed by ROC vide order dated 22.06.2022. Accordingly, the 28th AGM is being convened within the stipulated time in terms of the said order.
- B. As per Indian Companies Act, all shareholders' meetings are mandatorily required to be held physically.
- C. 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 and 2/2022 dated May 05, 2022 ("MCA Circulars") permitted convening the AGM through VC and OAVM without the physical presence of the members at a common venue.
- D. 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.
- E. The Register of Members will remain closed in terms of the provision of the Companies Act, 2013.
- F. Facility for joining the VC shall be kept open for the Members from 12:00 Hrs (IST) and may be closed at 16:00 Hrs (IST) or thereafter.
- G. 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.
- H. Explanatory Statement pursuant to Section 102(1) of the Act, in respect of item no. 4 and 5 is annexed and forms a part of this Notice. The Board of Directors, at their meeting held on September 29, 2022, have decided that the special business set out under this Notice, being considered unavoidable, be transacted at the AGM of the Company.
- I. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum.
- J. Since the AGM will be held through VC / OAVM, the Route Map is not annexed hereto.
- K. The standalone and consolidated financial statement for the financial year ended on 31 December 2021 are yet to be finalized, therefore the said financial statement together with the report of Auditors and Directors thereon could not be considered in the Board Meeting held on September 28, 2022. Hence, the Item No. 1 and 2 in the Ordinary Business will be considered subject to availability of financial statement, Auditor's Report from the statutory auditor and approval by the Board of Directors.

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

Explanatory statement for item no. 4

The Board of Directors of the Company in Board Meeting held on December 28, 2022 had considered amending existing Articles of Association (AOA) of the Company by inserting Articles# 50 to 54 related to conflict of interest and Implementation of Knorr-Bremse Group policies at the Company. Consequent upon above amendment, articles bearing serial number 50 to 72 in existing AOA will be re-numbered and read as Articles# 55 to 77 in amended AOA.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 alteration of Articles of Association requires approval of the Shareholders of the Company by way of passing a special resolution at a General Meeting.

Accordingly, the Board of Directors submit a draft copy of amended AOA and recommend the Shareholders for adoption of AOA by passing a special resolution.

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

Explanatory statement for item no. 5

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 in Board Meeting held on 08 June 2022, as the Cost Auditor to conduct the audit of the Cost Accounts of the Company for the financial year ending on 31 December 2022 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: 29.09.2022

Place: Palwal