

NOTICE OF THE 29TH ANNUAL GENERAL MEETING
(through Video Conferencing)

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF KNORR BREMSE INDIA PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, AUGUST 04, 2023 AT 03:30 PM IST/ 06:00 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 31st December 2022 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 2022 together with the report of Auditor thereon.
3. Appointment of Statutory Auditor

SPECIAL BUSINESS

4. 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 2023

“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 2023, 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: 02.08.2023

Place: Palwal

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

- A. The Company had filed an application vide SRN F61883096 on July 14, 2023, with Registrar of Companies (ROC) requesting for an extension of time for the purpose of holding 29th AGM and the same was allowed by ROC vide order dated June 16, 2023. Accordingly, the 29th 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, 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.
- 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 02:00 pm IST and may be closed at 05:00 pm 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 is annexed and forms a part of this Notice. The Board of Directors, at their meeting held on August 02, 2023, 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.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1)**Explanatory statement for item no. 4**

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 February 21, 2023 as the Cost Auditor to conduct the audit of the Cost Accounts of the Company for the financial year ending on December 31, 2023 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: 02.08.2023

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