



Indo-German Chamber of Commerce
Deutsch-Indische Handelskammer
Mumbai · Delhi · Kolkata · Chennai
Bengaluru · Pune · Düsseldorf

Maker Tower E,
1st Floor, Cuffe Parade,
Mumbai 400005
Tel: +91-22-66652121
Fax: +91-22-66652120
Email: igccagm@indo-german.com
Website: <https://indien.ahk.de/en>

NOTICE TO MEMBERS

NOTICE is hereby given that the 69th (Sixty Ninth) Annual General Meeting of the members of **THE INDO GERMAN CHAMBERS OF COMMERCE** will be held on Wednesday, September 24, 2025, at 3.45 P.M. at Taj Lands End Hotel, Bandra West, Mumbai 400050 (in person) and through Video Conference (VC) / Other Audio Video Means (OAVM), to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors of the Company and Statutory Auditors thereon including Annexures thereto.

Item No.2 – To appoint a Director in place of Ms. Sindhu Gangadharan (DIN: 08572868) Director, who retires by rotation, and being eligible offers herself for re-appointment.

Item No.3 – To appoint a Director in place of Mr. Kaushik Chandrakant Shaparia (DIN: 00156185) Director, who retires by rotation, and being eligible offers himself for re-appointment.

Item No. 4 - To appoint a Director in place of Mr. Michael Berger (DIN: 05352459) Director, who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL-BUSINESS

Item No.5 – To approve the appointment of Mr. Jan Noether (DIN: 11211055) as Director General of the Company:

To consider and to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT pursuant to the provisions of the Article of Association of the Company, consent of the members be and is hereby accorded to the appointment of MR. JAN NOETHER (DIN: 11211055) as Director General for a term of 5 years w. e. f 1st September 2025 on such remuneration as may be mutually agreed by the Board and the appointee.

“RESOLVED FURTHER THAT any one Directors of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution”

BY THE ORDER OF THE BOARD OF DIRECTORS

For INDO-GERMAN CHAMBER OF COMMERCE

Jan Noether
Director General

Date: 4th September 2025
Place: Mumbai



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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular 09/2024 dated 19th September 2024 have permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 (“the Act”), The Secretarial Standard -2 on General Meetings issued by ICSI, ICSI Guidance on Virtual Meetings, and MCA Circulars, the AGM of the Company is being held in a hybrid mode i.e., physically and through VC / OAVM. The members have the option to participate in the meeting either in person or through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).
2. A member entitled to attend in person and vote is entitled to appoint a proxy to attend and vote instead of himself on poll and the proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective must be submitted at the company’s registered office not less than forty-eight hours before the commencement of meeting. **For members attending through VC cannot appoint a proxy as per relevant MCA Circular.**
3. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the company during the office hours on all working days except Saturday between 9.30 a.m. and 11.30 a.m. and excluding the date of the Annual General Meeting.
4. **Corporate members are requested to forward in a scanned copy (PDF/JPEG format) or hard copy a certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.**
5. For Members/proxies attending physically are requested to bring the attendance slip duly filled up for attending the meeting.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has resolved to enter into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. The Board of Directors of the Company has appointed CS Prakash Naringrekar (Mem No. A5941 and COP No. 18955), Practicing Company Secretary as Scrutiniser to conduct the e-voting process in a fair and transparent manner.
8. Members holding membership as on **Wednesday 17th September 2025 (Cut of date)** shall be reckoned for the purpose of e-voting and remote e-voting at the AGM.



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9. Pursuant to Section 91 of the Companies Act 2013, the Register of Member shall remain closed from Thursday 18th September 2024 to Wednesday 24th September 2024 (Both days inclusive) for the purpose of 69th AGM of the Company.
10. Explanatory Statement pursuant to Section 102 of the Companies Act 2013 on special business to be transacted is annexed herewith.
11. As per Secretarial Standard- 2 on General Meetings, the route map to the venue of AGM is annexed to the notice.
12. Details of Directors Seeking appointment pursuant to Secretarial Standard – 2 on General Meeting is annexed to the notice as Annexure -1
13. The Member's attending physically and those log-in to the Video Conferencing platform shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode. Members may note that the Notice will also be available on the Company's website at <https://indien.ahk.de/en>
15. AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform – Zoom. Members can join the AGM, 15 minutes before the scheduled time of commencement of the AGM.
- 16. Kindly follow the instructions for members Remote voting electronically provided as under.**
 - (i) The voting period begins on Sunday 21st September 2025 from 9.00 AM (IST) and ends on 23rd September 2025 at 5.00 PM (IST). The e-voting module shall be disabled for voting thereafter.
 - (ii) Voters should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on Shareholders/ Members.
 - (iv) Enter your User ID as XXXXXXXXXX (provided by CDSL)
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) Enter your password as XXXXXXXXX (provided by CDSL)
 - (vii) After entering these details appropriately, click on "SUBMIT" tab.
 - (viii) Select the EVSN of The Indo German Chamber of Commerce as registered in the e-Voting system (www.evotingindia.com) on which you choose to vote.



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- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

INSTRUCTIONS FOR MEMBERS ATTENDING THE VIRTUAL MEETING THROUGH VC/OAVM ARE AS UNDER:

Members will be provided with a facility to attend the Virtual Meeting through VC/OAVM through the CDSL e-Voting system. Members may access the same using Remote voting credential & process mentioned above. The link for VC/OAVM will be available after successful login where the EVSN of Company will be displayed.

Members are encouraged to join the Meeting through Laptops / IPads for better experience.

Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request through email in advance at least 7 days prior to meeting mentioning their name, membership id, email id, mobile number at igccagm@indo-german.com. The Members who do not wish to speak during the Virtual Meeting but have queries may send their queries through email in advance 7 days prior to meeting mentioning their name, member id, mobile number at igccagm@indo-german.com. These queries will be replied to by the company suitably by email.

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE VIRTUAL MEETING ARE AS UNDER:-

The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.

Only those Members, who are present in the AGM physically and through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any Votes are cast by the Members through the e-voting available during the Meeting and if the same Members have not participated in the meeting, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

Members who have voted through Remote e-Voting will be eligible to attend the physical /virtual Meeting. However, they will not be eligible to vote at the Meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Or

For any other queries., contact company at igccagm@indo-german.com



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Explanatory Statement pursuant to Section 102 of the Companies Act 2013

Item No. 5.

The Board of Directors have pursuant to the provisions of Articles of Association of the Company have appointed **Mr. Jan Noether (DIN: 11211055)** as Director General w.e.f. 1st September 2025 for a period of 5 years subject to the approval of members of the Company.

The Board recommends the regularisation of **Mr. Jan Noether (DIN: 11211055)** as Director General of the Company w. e. f 1st September 2025 for a period of 5 years.

Except for **Mr. Jan Noether (DIN: 11211055)** none of the Directors are interested in the said resolution.

BY THE ORDER OF THE BOARD OF DIRECTORS
For INDO-GERMAN CHAMBER OF COMMERCE

Jan Noether
Director General

Date: 4th September 2025
Place: Mumbai



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Details of Director seeking appointment at the forthcoming Annual General Meeting.

[Pursuant Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Kaushik Chandrakant Shaparia	Ms. Sindhu Gangadharan
DIN	156185	08572868
Date of Birth	20.10.1962	04.07.1976
Nationality	Indian	German
Date of Appointment on the Board	28/09/2021	23.09.2022
List of the directorships held in other companies*	<ul style="list-style-type: none">• Deutsche India Private Limited• Federation of European Business in India	<ul style="list-style-type: none">• Titan Company Limited• SAP Labs India Private Limited• Callidus Cloud (India) Private Limited• Siemens Limited
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Federation of European Business in India	NA
Relationships between Directors inter-se	Not Applicable	Not Applicable
Terms and conditions of appointment or re-appointment	As per Articles of Association	As per Articles of Association
Details of remuneration last drawn and Details of remuneration sought to be paid.	Nil	Nil



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Name of the Director	Mr. Michael Berger
DIN	05352459
Date of Birth	25.10.1959
Nationality	German
Date of Appointment on the Board	27.02.2020
List of the directorships held in other companies*	<ul style="list-style-type: none">• Universal Acoustic And Emission Technologies Private Limited• Megtec Systems India Private Limited
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	NA
Relationships between Directors inter-se	Not Applicable
Terms and conditions of appointment or re-appointment	As per Articles of Association
Details of remuneration last drawn and Details of remuneration sought to be paid.	Nil



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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]

Annual General Meeting – 24th September, 2025

CIN :

Name of the Company :

Registered Office :

Name of the Member (s)/ : _____

Joint holder (s)

Registered address : _____

Email Id : _____

Member ID : _____

I/We, being a Member(s)/ Representative of the Member / of the above-named Company hereby appoint:

1. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

Email ID: _____

Signature: _____, as my/our proxy to attend and vote (on poll) for me/us on my /our behalf at the 69TH Annual General Meeting of the Company to be held on Wednesday, 24th day of September, 2025 at 3.45 P.M. through physical mode and at any adjournment thereof in respect of such resolution as are indicated overleaf:

Signed this _____ day of _____ 2025

Signature of Member: _____

Signature of Proxyholder(s): _____

Affix
Revenue
Stamp of
Re.1

Supported by:





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Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. It is optional to indicate the preference. In case members leave the for, against or abstain column blank against any or all resolutions, their proxy will be entitled to vote in the manner as he/she may deemed appropriate.



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ATTENDANCE SLIP

ANNUAL GENERAL MEETING – 24TH SEPTEMBER, 2025

(Please complete the slip and hand it over at the presented at the Entrance)

I/We hereby record my/our presence at the 69th **Annual General Meeting** of the The Indo German Chambers of Commerce to be held on the Wednesday, 24th September, 2025 at 3.45 P.M. through physical / VC mode (hybrid mode)

Name of the Member/proxy* _____

Address _____

Member ID _____

Signature of Member/Proxy/Representative

Note:

1. Please fill in the Member ID, name and sign the Attendance slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Strikeout whichever is not applicable.



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Route Map of the Venue of AGM

