

NOTICE

NOTICE is hereby given that First Annual General Meeting of the Members of Volvo Asset Finance India Private Limited (the Company) will be held on Wednesday, 20th July, 2016 at 3 pm (IST) at the Corporate Office of the Company at 65/2 Bagmane Tech Park, Parin Building, Block-A, 5th Floor , Bangalore - 560093 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Statement for the period ended on that date together with schedules or annexure thereto including the reports of the Auditors and Directors thereon;
2. To appoint Statutory Auditors of the Company and fix their remuneration.

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

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, with Firm Registration Number D12754N/N500016, be and are hereby appointed as the Auditors of the Company, to hold the office from the conclusion of First Annual General Meeting till the conclusion of Fifth Annual General Meeting, subject to the ratification by members at every annual general meeting, on such remuneration as may be fixed by the Board of Directors of the Company at a later date."

SPECIAL BUSINESS:

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

"RESOLVED that Mr. John Gerard Rakocy (DIN: 06833744), who was appointed as an additional director by the board of directors on February 25, 2015 and holds office as such up to the date of this annual general meeting be and is hereby appointed as a director of the Company."

By order of the board of directors
For VOLVO ASSET FINANCE INDIA PRIVATE LIMITED



Abhijit Chatterjee
Company Secretary

Date: 22/06/2016
Place: Bangalore

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- 2. Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 is annexed.**
- 3. The Body Corporate shareholders of the Company shall send the resolution of their board of directors or other governing body, authorizing any individual to act as their representatives in the Annual General Meeting and presence of such authorized representative at the meeting shall be considered as the personal presence of such Body Corporate in terms of Section 113 of the Companies Act, 2013.**

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3:

Mr. John Gerard Rakocy was appointed as an Additional Directors by the Board of Director w.e.f. February 25, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. He holds office up to the date of the ensuing Annual General Meeting and eligible for re-appointment. Therefore the Board recommends the above resolution to be passed as ordinary resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Mr. John Gerard Rakocy is interested in the Resolution mentioned at Item No. 3 of the Notice with regard to his appointment. Other than Mr. John Gerard Rakocy, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

By order of the board of directors
For **VOLVO ASSET FINANCE INDIA PRIVATE LIMITED**



Abhijit Chatterjee
Company Secretary

Date: 22/06/2016
Place: Bangalore

Route Map

65/2 Bagmane Tech Park, Parin Building, Block-A, 5th Floor Bangalore – 560 093

