



NOTICE

NOTICE is hereby given that the Third Annual General Meeting of the Members of Volvo Financial Services (India) Private Limited (the Company) will be held on Monday, 30th day of July, 2018 at 10 AM (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, 2018 and the Profit and Loss Account for the year ended on that date together with schedules or annexure thereto including the reports of the Auditors and Directors thereon;
2. To approve the appointment of the new Statutory Auditors of the Company .

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

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under, M/s Deloitte Haskins and Sells LLP, Chartered Accountants (FRN 117366W/W-100018) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 8th Annual General Meeting of the Company in place of M/s. Price Waterhouse & Co., Chartered Accountants LLP, the present Statutory Auditors whose appointment was ratified in the last Annual General Meeting under the provisions of Section 139 of the Act, as was then in force till the conclusion of this Annual General Meeting and who are resigning from their office with effect from conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Statutory Auditors.

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. Raghavendra Narayan (DIN: 08059751), who was appointed as an Additional Director and Managing Director of the Company by the Board of Directors on January 23, 2018 and holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director and Managing Director of the Company.”

By order of the Board of Directors
For **VOLVO FINANCIAL SERVICES (INDIA) PRIVATE LIMITED**



Anatth

Abhijit Chatterjee
Company Secretary

Date: 18/06/2018
Place: Bangalore

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Volvo Financial Services

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.



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

ITEM NO. 3:

Mr. Raghavendra Narayan was appointed as an Additional Director of the Company by the Board of Directors w.e.f. January 23, 2018 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 it has been proposed by the holding Company to appoint him as director of the Company. Since Mr. Raghavendra Narayan was also appointed as Managing Director of the Company, on appointment of him as director he also continues to be appointed as Managing Director of the Company. Therefore this resolution of appointment of Mr. Raghavendra Narayan as director and Managing Director of the Company is placed before you to pass the same as an Ordinary Resolution.

Mr. Raghavendra Narayan is interested in the Resolution mentioned at item No. 3 of the Notice with regard to his appointment. Other than Mr Raghavendra Narayan , 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 FINANCIAL SERVICES (INDIA) PRIVATE LIMITED**



Abhijit Chatterjee
Abhijit Chatterjee
Company Secretary

Date: 18/06/2018
Place: Bangalore