

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of the Members of Volvo Financial Services (India) Private Limited will be held on Friday, September 27, 2019 at 12 Noon (IST) at the Registered Office of the Company at Yalachahally Village, Tavarekere Post, Hoskote Taluk, Bangalore, Karna-taka - 562122, India to transact the following:

ORDINARY BUSINESS

Item No 1. Adoption of Audited Financial Statements

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements for the financial year ended on March 31, 2019 along with the Reports of Board of Directors and Auditors thereon are hereby received, considered and adopted”

SPECIAL BUSINESS

Item No 2. Appointment of Ms. Meng Yan as Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

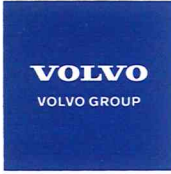
“RESOLVED THAT Ms. Meng Yan (DIN: 08504458), who was appointed by the Board of Directors as an Additional Director of the Company effective August 19, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and Article 41 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed a Director of the Company.”

By order of the Board of Directors
For Volvo Financial Services (India) Private Limited

Place: Bangalore
Date: August 19, 2019


Alka Mishra
Company Secretary
A25468

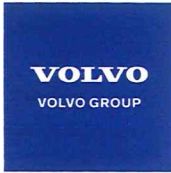




NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. A person can act as a proxy on behalf of members and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. MGT-11 is annexed herewith.
3. Members are also requested to confirm their E-mail ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts.
4. Members/Proxies are requested to fill in and sign attendance slip for attending the Meeting.
5. **Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote the Annual General Meeting.**
6. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is enclosed with the Notice.
7. Route map of the venue is attached.





ATTENDANCE SLIP

(To be presented at the entrance)

4th ANNUAL GENERAL MEETING ON SEPTEMBER 27, 2019 AT 12 NOON.

65/2, Bagmane Tech Park, Block - A, 5th Floor, Parin Building, C.V. Raman Nagar, Bangalore
560093

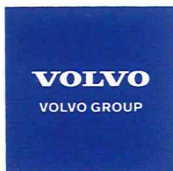
Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES
ACT, 2013**

ITEM NO 2: Appointment of Ms. Meng Yan as Director

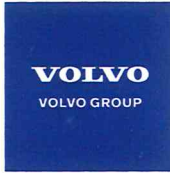
The Board of Directors ("Board") upon recommendation of the Nomination Committee, appointed Ms. Meng Yan as an Additional (Non-Executive) Director of the Company effective August 19, 2019. Pursuant to the provisions of Section 161 of the Act and Article 41 of the Articles of Association of the Company, Ms. Meng Yan will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company

The Company has received from Ms. Meng Yan (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) An Undertaking and Declaration from Ms. Meng Yan that in terms of RBI Master Directive on Corporate Governance, she is fit and proper to be appointed as a Director.

Ms. Meng Yan is a legal professional with 12 years' experience in legal and compliance functions across Greater China and APAC Region apart from 6 years of private practice. Her specialty lies in foreign investment and captive financing. She has solid experience in new market entry in both emerging and matured markets across the Asia Pacific. With a successful track record of building & leading legal and compliance teams in highly regulated markets like China and Korea, she is known for driving cross-functional collaboration that has delivered exceptional successes.

Her specialties include contract negotiation, corporate governance, regulatory & corporate compliance, brand protection and legal risk management. As a regional in-house leader in both US and European multi-national companies, she has gained experience to manage the legal risks throughout the whole operational cycle from business generation to collection. Major





compliance related topics like anti-corruption, competition law compliance, employment, cyber security & data privacy, fall under her purview.

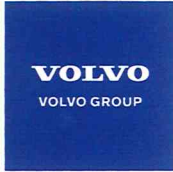
Ms. Meng Yan is an effective leader with abilities to operate in a cross-cultural environment and deliver results by a combination of influencing and coaching techniques laced with Asian sensitivities.

Her leadership competencies include managerial courage, integrity and honesty, diplomacy and negotiation skills, risk management and business understanding.

Ms. Meng Yan received her Master of Business Administration, Global Executive MBA from University of California, LA and National University of Singapore IN 2018, LL.M in Intellectual Property Law from John Marshall Law School, Chicago, US in 2005, Master Degree in Civil and Commercial Law from China University of Political Science and Law, Beijing, China in 2004 and Bachelor Degree in Economic Law from Beijing Union University, China in 1999.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Ms. Yan, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice. The Board recommends the resolution set forth in Item No. 2 for the approval of the Member





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

Name of the Member(s) :

Registered Address :

E-mail id :

Folio No. / Client ID No. :

DP ID No :

I/ We, being the member(s) of VOLVO FINANCIAL SERVICES (INDIA) PRIVATE LIMITED hereby appoint

1. Name:

Address.....

E-mail Signature

Or failing him/ her

2. Name:

Address.....

E-mail Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, September 27, 2019 At 12 Noon at 65/2, Bagmane Tech Park, Block - A, 5th Floor, Parin Building, C.V. Raman Nagar, Bangalore 560093 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Adoption of Audited Financial Statements.
2. Appointment of Ms. Meng Yan as Director

Signed this ____ day of _____ 2019

Affix Revenue Stamp

Signature of shareholder _____

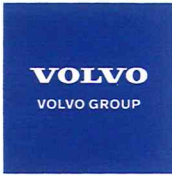
Signature of Proxyholder(s)_____

NOTE: This Form 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.

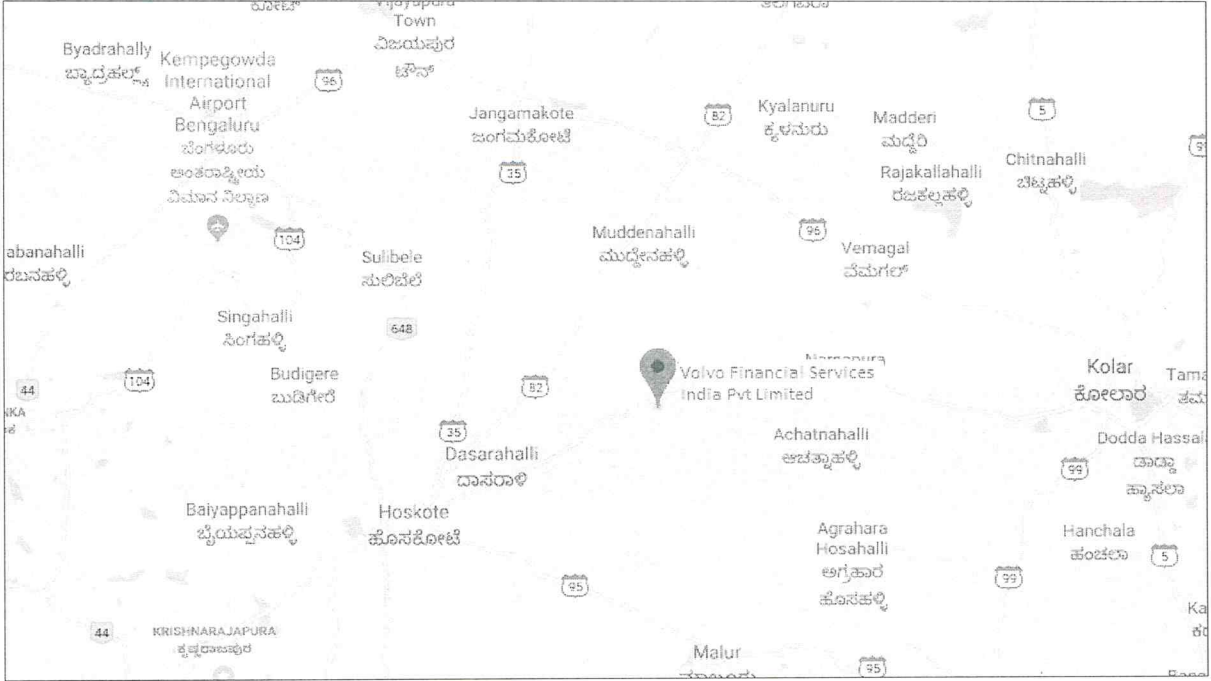
Volvo Financial Services (India) Private Limited (formerly Volvo Asset Finance India Private Limited) #65/2, Bagmane Tech Park, Block - A, 5th Floor Parin Building, C.V. Raman Nagar, Bangalore - 560 093 Telephone: +91 80 6691 2000 Telefax: +91 80 6691 2100 CIN U65100KA2015FTC078252 Registered Office : Yalachahally, Tavarekere Post, Hosakote, Bengaluru - 562 122, Karnataka, India www.vfsc0.in

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ROUTE MAP



Volvo Financial Services (India) Private Limited
(formerly Volvo Asset Finance India Private Limited)
#65/2, Bagmane Tech Park, Block - A, 5th Floor
Parin Building, C.V. Raman Nagar, Bangalore - 560 093
Telephone: +91 80 6691 2000
Telefax: +91 80 6691 2100
CIN U65100KA2015FTC078252
Registered Office : Yalachahally, Tavarekere Post, Hosakote, Bengaluru - 562 122, Karnataka, India
www.vfscsco.in