



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th Annual General Meeting of the Members of Volvo Financial Services (India) Private Limited will be held on Wednesday, September 30, 2020 at 10 AM IST through Video Conferencing at the Registered Office of the Company at Yalachahally Village, Tavarekere Post, Hoskote Taluk ,Bangalore Rural, Karnataka, 562122, India to transact the following Business:

ORDINARY BUSINESS

1. Adoption of Financial statements, Auditor's report, and Board's report

To receive, consider and adopt the audited Balance Sheet as on March 31, 2020 and the Profit and Loss statement and Cash Flow Statement for the year ended as on that date together with the Auditor's and Board's Report thereon.

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Schedules and Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS

2. Appointment of Mr. Kamal Bali as Director 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 152 and other applicable provisions, if any , of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kamal Bali (DIN: 00688141) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 23.03.2020 pursuant to Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things considered necessary to give effect to the above resolution."





3. Appointment of Mr. Kamal Bali as a Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), (including any statutory modifications or re-enactments thereof for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby accorded for appointment of Mr. Kamal Bali (DIN: 00688141) as Managing Director of the Company, not liable to retire by rotation, for a period of one year with effect from July 01, 2020 to June 30, 2021 upon the terms and conditions as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors to increase, alter and vary, without further reference to the Members, the terms and conditions of the said appointment including the remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Kamal Bali;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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



Alka Mishra

Company Secretary

A25468

Place: Bangalore

Date: 07 September 2020

NOTES:

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM:

- a. The meeting is being conducted through two-way video conferencing via skype Meeting ID 5177541896.
- b. The members are not allowed to appoint proxy as the meeting is being conducted through video conferencing.

Volvo Financial Services (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: Yalachally, Tavarkere Post, Hosakote,
Bengaluru – 562122, Karnataka, India
vfsc.com



- c. The participants are allowed to pose questions by submitting their questions in advance at the email address of the Company at alka.mishra@vfsc.com or compliance@vfsc.com on or before September 28, 2020 up to 10:00 A.M.
- d. 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
- e. The joining of the meeting shall be kept open 15 minutes prior to the time scheduled for the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- f. The members shall vote on the agenda by way of show of hands at the meeting.
- g. In case a poll is demanded at the meeting then the members can vote by sending an email at alka.mishra@vfsc.com or compliance@vfsc.com from their registered email address registered with the Company.
- h. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 28, 2020 through email on alka.mishra@vfsc.com or compliance@vfsc.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
- i. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice
- j. Members can send their requests, if any, to alka.mishra@vfsc.com or compliance@vfsc.com .
- k. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- l. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
- m. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
- n. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance mentioning their name, folio number, email ID, mobile number at alka.mishra@vfsc.com or compliance@vfsc.com .
- o. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- p. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to special business is annexed hereto.
- q. All grievances connected with the facility for video conferencing may be addressed to Alka Mishra, Company Secretary, Volvo Financial Services (India) Private Limited, Yalachahally Village, Tavarekere Post, Hoskote Taluk ,Bangalore Rural, Karnataka ,562122, India or send an email to alka.mishra@vfsc.com or compliance@vfsc.com or call at 080 - 66912000

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Attendance of the members through video conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices, etc. 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 Extraordinary General Meeting.

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



Place: Bangalore
Date: 07 September 2020

Alka Mishra
Company Secretary
A25468

Explanatory Statement:

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts.

Special Business

Item No.2 and 3:

Mr. Kamal Bali (DIN: 00688141) was appointed as an Additional Director of the Company with effect from March 23, 2020 and he holds office upto that date of this Annual General Meeting of the Company, pursuant to Section 161 (1) of the Companies Act, 2013.

Mr. Kamal Bali is not disqualified from being appointed/ regularized as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. He does not hold any shares of the Company in his name.

The Board of Directors at the meeting held on July 01, 2020, has appointed Mr. Kamal Bali as the Managing Director of the Company, for a period of One (1) year i.e., from 01st July, 2020 to 30th June, 2021, subject to the approval by the members of the Company.





Volvo Financial Services

The Board of Directors in the same meeting had decided that there will be no remuneration paid to Mr. Kamal Bali as a Managing Director of the Company.

The Board is of the opinion that his knowledge and experience will be a benefit to the company.

Information required under Secretarial Standard 2 (SS-2) with respect to the Director, seeking regularization as a Director, is as under:

Name of the Director	Mr. Kamal Bali (DIN: 00688141)
Date of Birth	09/01/1959
Age	62 years
Date of First Appointment on the Board	23 rd March 2020
Shareholding in the Company	NIL
Qualification	Post Graduate/ Masters Equivalent
Experience	40 years
Terms and Conditions of Appointment or re-appointment along with the details of the remuneration sought to be paid	As per Appointment Letter
Directorships in other Companies	Volvo Group India Private Limited Antrix Corporation Limited Swedish Chamber of Commerce India
Chairman/ Member of other Boards/Committees	-
Number of Board Meetings attended during the year	2 Board Meetings
Inter-se relationship between the Directors	-

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

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



Alka Mishra
Company Secretary
A25468

Place: Bangalore
Date: 07 September 2020