

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th Annual General Meeting of the Members of Volvo Financial Services (India) Private Limited will be held on Monday, September 26, 2022 at 11:00 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, 2022, 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, 2022, 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."

2. RE-APPOINTMENT OF 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 any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), and based on the RBI Circular (RBI/2021-22/25) released on April 27, 2021, the consent of the members be and is hereby accorded to appoint M/s. ASA & Associates., Chartered Accountants, (FRN: 009571N/N500006) as Statutory Auditors of the Company to carry out the Audit for FY 2022-23 and FY 2023-24 and who shall hold office from the conclusion of the 7th Annual General Meeting until the conclusion of the 9th Annual General Meeting at such remuneration as mutually agreed between the Board and the Auditors;

RESOLVED FURTHER THAT the Board and/or the Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. ERWIN TAN AS A 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 Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Erwin Tan (DIN: 08901003) who was appointed as an Additional Director of the Company by the Board of Directors on October 29, 2021 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 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

Membership No: A25468

**Address: 21183 Prestige Lakeside Habitat, Varthur
Main Road, Gunjur, Bengaluru, Karnataka - 560087**

Place: Bangalore

Date: August 16, 2022

NOTES:

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, and No. 02/2021 dated 13th January 2021, 10/2021, dated June 23, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 (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 Teams Video Conference Meeting iD no 126 281 232 2
- b. The members are not allowed to appoint proxy as the meeting is being conducted through video conferencing.
- c. The participants are allowed to pose questions by submitting their questions in advance at the email address of the Company at alka.mishra@volvo.com on or before Friday, September 23, 2022 up to 11 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@volvo.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 23rd September 2022 through email on alka.mishra@volvo.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@volvo.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 minimize / 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@volvo.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@volvo.com or call at 080 – 66912000

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**



Alka Mishra

Company Secretary

Membership No: A25468

Address: 21183 Prestige Lakeside Habitat, Varthur Main Road, Gunjur,
Bengaluru, Karanataka - 560087

Place: Bangalore
Date: August 16, 2022

EXPLANATORY STATEMENT

[As required by Section 102 of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material information.]

SPECIAL BUSINESS

ITEM NO. 3: APPOINTMENT OF MR. ERWIN TAN AS A DIRECTOR OF THE COMPANY

Mr. Erwin Tan (DIN: 08901003) was appointed as an Additional Director of the Company with effect from 29th October 2021 and he holds office up to the date of this Annual General Meeting of the Company, pursuant to Section 161(1) of the Companies Act, 2013.

Mr. Erwin Tan is not disqualified from being appointed/regularized as a Director in terms of Section 164 of the Act 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 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. Erwin Tan (DIN: 08901003)
Date of Birth	06/04/1972
Age	51
Date of First Appointment on the Board	29 th October 2021
Qualification	University of Western Australia, Bachelor of Commerce
Terms and Conditions of Appointment or re-appointment along with the details of the remuneration sought to be paid	As per Appointment Letter
Shareholding in the Company	NIL
Directorships in other Companies	NIL

Chairman/Member of other committees/Boards	NIL
Number of Board Meetings attended during the year ended on 31 st March 2022	05
Inter-se relationship between the Directors	NIL

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

The Board recommends passing of this ordinary resolution.

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



Alka Mishra

Company Secretary

Membership No: A25468

**Address: 21183 Prestige Lakeside Habitat, Varthur Main
Road, Gunjur, Bengaluru, Karnataka - 560087**

Place: Bangalore

Date: August 16, 2022