

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF CNH INDUSTRIAL (INDIA) PRIVATE LIMITED WILL BE HELD ON TUESDAY, JUNE 26TH, 2018 AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY AT 3RD FLOOR, PLOT NO.14A, SECTOR-18 ATC BUILDING, MARUTI INDUSTRIAL COMPLEX GURUGRAM -122015, HARYANA (INDIA) TO TRANSACT THE FOLLOWING BUSINESS:-

Special Business:

TO ALTER THE CLAUSE II OF MEMORANDUM OF ASSOCIATION PURSUANT TO SHIFTING OF REGISTERED OFFICE FROM MUMBAI TO NEW DELHI

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



"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and subject to the confirmation of the Hon'ble Regional Director, Western Region, Mumbai and other statutory approvals, if any, consent of the Company be and is hereby given to shifting of the Registered office of the Company from Mumbai in the State of Maharashtra to New Delhi in the State of Delhi."

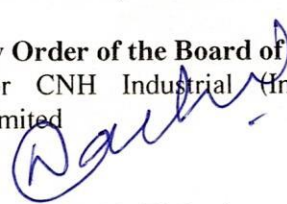
"RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association of the Company be and is hereby deleted and substituted by the following new clause:

"The Registered office of the Company will be situated in the State of Delhi."

"RESOLVED FURTHER THAT upon obtaining the approval of the members and confirmation from the Hon'ble Regional Director, Western Region, Mumbai, the Registered office of the Company be shifted from Mumbai in the State of Maharashtra to New Delhi in the State of Delhi."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

By Order of the Board of Directors
For CNH Industrial (India) Private Limited


Name: Sachin Bishnoi
Company Secretary
ACS-: 33738.
Address: H.No-1660, Sector 45,
Gurugram

Date: 22.06.2018

Place: Gurugram

CNH Industrial (India) Private Limited
(Formerly known as New Holland Fiat (India) Pvt. Ltd.)
Registered Office
B1-207, 2nd Floor, Boomerang, Chandivali
Farm Road, Near Chandivali Studio, Andheri (East)
Mumbai - 400072, Maharashtra, India
Tel.: +91-22-30007700-12, Fax: +91-22-30007709
CIN : U29220MH1992PTC069675

Tractor Plant
Plot No. 03, Udyog Kendra, Greater Noida-201306
Distt. Gautam Budh Nagar, Uttar Pradesh, India
Tel. : +91-120-3056000, Fax : +91-120-3056989

Head Office
Plot No. 14 A, 2nd & 3rd floor, Sector-18,
Udyog Vihar, Gurgaon-122015,
Haryana, India
Tel. : +91-124-6659102/9100

Notes:

1. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Extra –ordinary General Meeting.
2. Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
3. The documents referred to in the proposed resolutions are open for inspection at the Corporate Office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Presently, the Registered Office of the Company is situated in Mumbai in the State of Maharashtra, whereas almost all the operational and management activities of the Company are being carried out from its Corporate Office situated at Gurugram (Haryana) Keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing, it is proposed to shift the registered office of the Company to New Delhi in the State of Delhi.

Accordingly, your Board of Directors of the Company in their meeting held on June 20th 2018 had approved and proposed the shifting of the registered office of the Company from Mumbai in the State of Maharashtra to New Delhi in the State of Delhi.

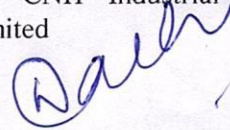
In accordance with the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, pursuant to the shifting of the Registered Office from one state to another, 'Clause - II' of the Memorandum of Association of the Company relating to the Situation Clause need to be altered, which requires the approval of Members in the Extraordinary General Meeting by way of Special Resolution and subject to consent of the creditors/ debenture-holders and other persons concerned with the Company and further to the confirmation of the Hon'ble Regional Director, Northern Region, New Delhi and other statutory approvals. Therefore, it has become necessary to seek your consent by way of special resolution to give effect to such change.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the proposed resolution.

The Board of Directors of your Company recommends the resolution for the approval of the Members.

By Order of the Board of Directors
For CNH Industrial (India) Private
Limited



Name: Sachin Bishnoi
Company Secretary
ACS- 33738
Address H.No-1660, Sector 45,
Gurugram

Date: 22.06.2018
Place: Gurugram

CNH INDUSTRIAL (INDIA) PRIVATE LIMITED
CIN NO.-U29220MH1992PTC069675

(Formerly known as **NEW HOLLAND FIAT (INDIA) PRIVATE LIMITED**)

**Corporate office: 3rd Floor, Plot No.14A, Sector-18 ATC Building, Maruti Industrial
Complex Gurugram -122015, Haryana (India)**

ATTENDANCE SLIP

**PLEASE FILL ATTENDANCE SLIP AND BRING IT WITH YOU AT THE VENUE OF THE
MEETING**

Folio No.

No. of Shares: _____ equity shares

Name and Address of the Shareholder:

I hereby record my presence at the Extraordinary General Meeting of the Company held on
Tuesday, 26th day of June, 2018 at 11.00 AM IST at the Corporate Office of the Company.

Signature _____

Shareholder/Authorized Representative

MAP FOR LOCATION OF CORPORATE OFFICE OF THE COMPANY

