

CNH INDUSTRIAL (INDIA) PRIVATE LIMITED
(Formerly known as New Holland Fiat (India) Private Limited)

SHORTER NOTICE OF THE TWENTYFIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **CNH INDUSTRIAL (INDIA) PRIVATE LIMITED** {FORMERLY KNOWN AS NEW HOLLAND FIAT (INDIA) PRIVATE LIMITED} WILL BE HELD ON FRIDAY, 30TH DAY OF MARCH, 2018, AT 11.00 AM (INDIAN STANDARD TIME), AT THE REGISTERED OFFICE OF THE COMPANY AT B1-207, 2ND FLOOR, BOOMERANG CHANDIVALI FARM ROAD, NEAR CHANDIVALI STUDIO, ANDHERI (EAST) MUMBAI 400072 MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS: -

I. ORDINARY BUSINESS:



- Item No. 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31st December 2017 along with the Director's Report and Independent Auditor's Report.
- Item No. 2 To ratify the appointment of Statutory Auditors and to fix their remuneration.

II. SPECIAL BUSINESS:

- Item No. 3 To ratify the remuneration of Cost Auditors of the Company for the year ended 2017

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 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Board of Directors, the shareholders do ratify the remuneration of Rs 250,000/- plus service tax and out-of-pocket, travelling and living expenses, of INR 28429/- payable to M/s. Vijay P. Joshi & Associates, Cost Accountants (Firm Registration No. 000267) for the year ended 2017."

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

- Item No. 4 To Regularize the Appointment of Mr. Narinder Mittal – Additional Director

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



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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Narinder Mittal (DIN: 07382202), who was appointed as an Additional Director of the Company with effect from 21st March, 2018 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director (Executive) of the Company."

"RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the said resolution for and on behalf of the Company."

Item No. 05 To Approve the appointment of Mr. Narinder Mittal – Executive Category (Whole-Time Director)

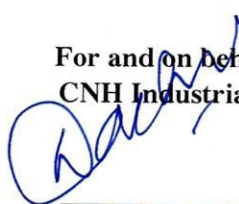
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

In this regard, the following resolution was passed, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 196 and other applicable provisions of the Companies Act, 2013, the appointment of Mr. Narinder Mittal (DIN: 07382202) as the Whole Time Director of the Company with effect from March 30, 2018 for a period of 5 years made by the Board of Directors including payment of remuneration, be and is hereby confirmed and approved by the shareholders of the Company."

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

For and on behalf of the Board of Directors of
CNH Industrial (India) Private Limited


Sachin Bishnoi
Company Secretary
ACS-33738
Address: 1660, Sector 45
Gurugram -122015, Haryana (India)

Place: Gurugram
Date: 28.03.2018



NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at item no. 03 and 04 of the Notice as set out above is annexed hereto.
2. A copy of standalone and consolidated financial statements as at 31st December 2017 together with the Independent Auditor's Report and Director's Report is enclosed.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll, instead of himself, and such a proxy need not be a member of the Company. A proxy form is attached.
4. A proxy to be valid should reach the registered office of the company at least 48 hours in advance before the time for holding the Annual General Meeting
5. Members / Proxies are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business at Items no 03 and 04 of the accompanying Notice

ITEM No.-03

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders.

Accordingly, the Board has approved the appointment M/S. Vijay P. Joshi & Associates, Cost Accountants (Firm Registration No. 000267), as the Cost Auditors to conduct the audit of Cost records of the Company for the financial year ended 2017 and paid remuneration of INR 250,000/- plus service tax and out-of-pocket, travelling and living expenses of INR 28429/- as per actuals.

The Board recommends the Resolution as set out in the accompanying Notice for your approval in the interest of the Company.

None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution.

ITEM No.-04

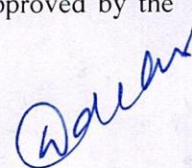
As you are aware that Mr. Narinder Mittal (DIN:07382202), who was appointed on 21st March, 2018 as the Additional Director of the Company pursuant to Section 161(1) and other applicable provisions of the Companies Act, 2013 to hold the office of Director only up to the date of this Annual General Meeting, is eligible for appointment.

Your Directors recommend the resolution for approval of the Members by way of Ordinary Resolution.

None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution.

ITEM NO.-05

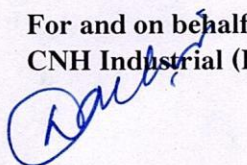
As you are aware that Mr. Narinder Mittal (DIN: 07382202) who was appointed as the Whole Time Director of the Company with effect from March 30, 2018 for a period of 5 years made by the Board of Directors including payment of remuneration, be and is hereby confirmed and approved by the shareholders of the Company."



Your Directors recommend the resolution for approval of the Members by way of Ordinary Resolution.

None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution.

For and on behalf of the Board of Directors of
CNH Industrial (India) Private Limited



Sachin Bishnoi

Company Secretary

ACS-33738

Address: 1660, Sector 45

Gurugram -122015, Haryana (India)

Place: Gurugram

Date: 28.03.2018

CNH INDUSTRIAL (INDIA) PRIVATE LIMITED

CIN NO.-U29220MH1992PTC069675

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

Registered office: B1-207, 2nd Floor, BOOMERANG, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai – 400072, Maharashtra, 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 25th Annual General Meeting of the Company held on Friday, 30th day of March, 2018 at 11.00 AM IST at the registered office of the Company.

Signature _____

Shareholder/Authorized Representative

