

CNH INDUSTRIAL (INDIA) PRIVATE LIMITED

NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CNH INDUSTRIAL (INDIA) PRIVATE LIMITED WILL BE HELD ON FRIDAY, 26TH JUNE, 2020, AT 11:00 A.M. (INDIAN STANDARD TIME) THROUGH VIDEO – CONFERENCING (‘VC’) OR OTHER AUDIO VISUAL MEANS (‘OVAM’) AT THE REGISTERED OFFICE OF THE COMPANY AT LEVEL-4, RECTANGLE-1, D-4, DISTRICT CENTER, COMMERCIAL COMPLEX, SAKET, NEW DELHI-110017

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 2019 along with the Director’s Report and Independent Auditor’s Report.
- Item No. 2** To regularize the appointment of Mr. Andrea Trabacchin as a Director who was appointed as an additional director.

II. SPECIAL BUSINESS:

- Item No. 3** To ratify the remuneration of Cost Auditors of the Company for the year ended 2019

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), the shareholders do ratify the remuneration of INR 2,50,000/- plus service tax and out-of-pocket, travelling and living expenses, as per actuals payable to M/s. Vijay P. Joshi & Associates, Cost Accountants (Firm Registration No. 000267) for the year ended 2019.”

“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.”

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

**Sachin Bishnoi
Company Secretary
ACS-33738
Address: 1727, Sector 45
Gurugram -122015, Haryana (India)**

**Place: Gurugram
Date: 27th May, 2020**

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 Annual General Meeting.
2. Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.

In view of the COVID-19 threat, Ministry of Corporate Affairs (MCA) has issued a general circular no. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 pertaining to clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posted by COVID-19). This AGM will be conducted as through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with the aforesaid Circulars. This rules for conducting EGM shall apply Mutatis- Mutandis for AGM also.

3. The facility for joining the meeting shall be open for 15 minutes before the scheduled time and will be closed be closed till the expiry of 15 minutes after such scheduled time.
4. In compliance with circulars issued by the Ministry of Corporate Affairs dated April 8, 2020 and April 13, 2020 pertaining to clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder, there is no requirement of appointment of proxy for this AGM. Since, AGM under this framework will be held through video conferencing or other audio visual means, where physical attendance of members in any case has been dispensed with.
5. Request for inspection of the documents referred to in the proposed resolutions be sent to the Company during working hours between 9:00 A.M. and 6:00 P.M. except on holidays at the email address sachin.bishnoi@cnhind.com
6. A copy of standalone and consolidated financial statements as at 31st December,2019 together with the Independent Auditor's Report and Director's Report is enclosed.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Companies, 2013 will be available for inspection by the members at the AGM.
8. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the company on all working days during business hours up to the date of the Meeting and the venue of the meeting during the 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 Item no 03 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 of 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 2018 and paid remuneration of INR 250,000/- plus service tax and out-of-pocket, travelling and living expenses, 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.

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

Sachin Bishnoi
Company Secretary
ACS-33738
Address: 1727, Sector 45
Gurugram -122015, Haryana (India)

Place: Gurugram
Date: 27th May, 2020

INSTRUCTIONS:

- 1. Facility of joining the meeting shall be open 15 minutes before the time scheduled for the Meeting and shall be closed 15 minutes after such scheduled time**
- 2. Attendance of members through VC OR OAVM shall be counted for the purpose of Quorum, hence, attendance slip not provided here.**
- 3. As per point 4 of notes, proxy is not allowed to appoint as well as attend the meeting through VC OR OAVM. Hence, instructions related to proxy and proxy form is not provided in this Notice.**
- 4. AGM will be held through VC OR OAVM. Hence, Route Map and Landmark for place of Meeting is not provided in this Notice.**
- 5. AGM can be attended via MS- Team Meeting link sent to shareholders, directors & auditors of the company and for any technical assistance or support, company secretary can be contacted at sachin.bishnoi@cnhind.com or at +91 9821495954.**