

CNH INDUSTRIAL (INDIA) PRIVATE LIMITED

NOTICE OF THE TWENTY-EIGHT ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CNH INDUSTRIAL (INDIA) PRIVATE LIMITED WILL BE HELD ON THURSDAY, 17TH JUNE 2021, AT 02:00 PM (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. 01. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31stDecember 2020 along with the Director’s Report and Independent Auditor’s Report.

Item No. 02 To appoint the Statutory Auditors and fix their remuneration.

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Company (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Board of director and the consent of the members, M/ S.S Kothari Mehta & Co., Chartered Accountants (ICAI Firm registration no. 000756N) be and is hereby appointed as statutory auditors of the Company for a period of five years to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 33rd AGM to be held in the year 2026, on such remuneration as may be mutually agreed between the Board of Director of the Company and the Statutory Auditor.

“**RESOLVED FURTHER THAT** the Board of Director and/or Company Secretary be and is hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”



II. SPECIAL BUSINESS:

Item No. 03 To regularize the appointment of Mr. Fabrizio Salvatico as a Director who was appointed as an additional director.

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provision of the Section 149, 152 and 161(1) of the Companies Act 2013 and the Article of Association of the Company, Mr. Fabrizio Salvatico (DIN No.08901843) who was appointed as an Additional director of the company by the board of the directors with the effect from 26th October 2020 and whose term of office expires of the conclusion of the upcoming Annual General Meeting and who is eligible for the appointment, the consent of the board of director be and is hereby regularization as the Director of the Company subject to approval of Shareholders.

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

Item No. 04 To ratify the remuneration of Cost Auditors of the Company for the year ended 2020

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 2020.”

“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
FSC: 11098
Address: H.No. L-701, Edge Tower, Ramprastha City,
Sector- 37D, Gurugram (Haryana)
Place: Gurugram
Date: 20.05.2021

CNH Industrial (India) Private Limited
(Formerly known as New Holland Fiat (India) Pvt. Ltd.)
Registered Office
Level- 4, Rectangle- 1,
D-4, District Center, Commercial Complex, Saket,
New Delhi – 110017
Tel.: 011-66544080
CIN: U29220DL1992PTC344615

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

Corporate Office
3rd Floor, Plot No.14A, Sector-18,
ATC Building, Maruti Industrial Complex,
Gurugram-122015, Haryana (India)
Tel.: +91-124-6659100

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. 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
5. A copy of standalone and consolidated financial statements as at 31st December,2020 together with the Independent Auditor's Report and Director's Report is enclosed.
6. 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.
7. 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

The Chairman may inform that pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Fabrizio Salvatico (DIN No.08901843), additional director of the Company is eligible and recommended for regularization of his directorship subject to approval of shareholders.

The Board may recommend the appointment of Mr. Fabrizio Salvatico (DIN No.08901843) as a Director by passing the following resolution:

“RESOLVED THAT pursuant to the provision of the Section 149, 152 and 161(1) of the Companies Act 2013 and the Article of Association of the Company, Mr. Fabrizio Salvatico (DIN No.08901843) who was appointed as an Additional director of the company by the board of the directors with the effect from 26th October 2020 and whose term of office expires at the conclusion of the upcoming Annual General Meeting and who is eligible for the appointment, the consent of the board of directors be and is hereby regularized as the Director of the Company subject to approval of Shareholders.

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

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 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 2020 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
FCS: 11098
Address: H.No. L-701, Edge Tower, Ramprastha City,
Sector-37D, Gurugram (Haryana)

Place: Gurugram
Date: 19.05.2021

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 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.

CNH INDUSTRIAL (INDIA) PRIVATE LIMITED

Registered office: LEVEL-4, RECTANGLE-1,D-4, DISTRICT CENTER, COMMERCIAL COMPLEX, SAKET, NEW DELHI-110017

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 28th Annual General Meeting of the Company held on Thursday, 17th June 2021 at 11:00 AM (Indian Standard Time) at the registered office of the Company.

Signature _____

Shareholder/Authorized Representative

MAP FOR LOCATION OF THE REGISTERED OFFICE OF THE COMPANY

