

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

NOTICE is hereby given that the 24th 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 Monday, 27th Day of March, 2017, at 11.00 AM (Indian Time), at the registered office of the company, 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 Standalone and Consolidated Financial Statements for the year ended 31st December, 2016 along with the Director's Report and Independent Auditor's Report.

Item No. 2 To ratify the appointment of Statutory Auditors and fix their remuneration.

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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Board of Directors, appointment of M/s. S.R.Batliboi & Co. LLP, FRN-301003E/E300005, Golf view, Corporate Tower-B, Sector-42, Sector Road, Gurgaon-122002, Haryana, as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual

CNH Industrial (India) Private Limited
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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

General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually

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

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

agreed between the Board of Directors of the Company and the Auditors.”

Item No. 2 To ratify the remuneration of Cost Auditors of the Company for the year ended 2016

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 ratify the remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors” (M/s. Vijay P. Joshi & Associate Registration No. 000267)

II. SPECIAL BUSINESS:

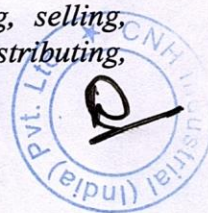
Item No. 3. To Alter the Object Clause of Memorandum of Association of the Company

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 and other applicable provisions, if any, of Companies Act, 2013, and the rules framed there under, Alteration of Object Clause-III (A) (2) in the Memorandum of Association (MOA) of Company, with consent of the Board of Directors of the Company, be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT the Clause-III (A) (2) of the Memorandum of Association to be read as under: -

“To carry on the business of manufacturing, buying, selling, reselling, exchanging, improving, assembling, distributing,



designing, trading and dealing in all and every kind of machine tools, other tools, spare parts, engines and accessories of all types including but not limited to agriculture implements, farm equipment, Construction Equipment, earth moving equipment and commercial vehicles”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Gabriele Lucano, Managing Director and/or Mr Raunak Varma ,Whole Time Director & CFO and/or Mr Sachin Bishnoi, Company Secretary of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

By Order of the Board of Directors


Sachin Bishnoi
Company Secretary
ACS-33738

Place: Mumbai
Date: 16.03.2017

NOTES

1. A copy of standalone and consolidated financial statements as at 31st December 2016 together with the Independent Auditor's Report and Director's Report is enclosed.
2. A copy of Altered Memorandum of Association 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 PURSUANT TO SECTION 102 OF THE
COMPANIES ACTS, 2013**

Item no. 3

Your Board has to consider from time to time proposals for diversification into new areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, require to be so made out as to cover a wide range of activities to enable your Company to consider embarking upon new Projects and Activities.

The Clause-III (A) (2) of the Object Clause of the Memorandum of Association of the Company is being amended to cover in its ambit the wide range of activities for diversification in future.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies.

The Board recommends the adoption of the Resolution No. 3. None of the Directors of the Company is interested or concerned in the said resolution.



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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 24th Annual General Meeting of the Company held on Monday, 27th day of March, 2017 at 11.00 AM IST at the registered office of the Company.

Signature _____
Shareholder/ Authorized Representative

MAP FOR LOCATION OF REGISTERED OFFICE OF THE COMPANY

