

**CNH Industrial Capital  
(India) Private Limited**

**Registered Office:**

Level-4, Rectangle-I  
D4, Behind Marriot Hotel  
Commercial Complex, D-4,  
Saket, New Delhi – 110017  
Tel: 011-66544146

**Corporate Office**

4<sup>th</sup> Floor, Plot no. 14A, Sector  
18  
ATC Building, Maruti Industrial  
Complex,  
Gurugram – 122015 Haryana,  
India  
Tel : +91 124-6659104  
E-mail :  
cnhicapindia@cnhind.com

**CIN:**

**U65999DL2017PTC325228**

**NOTICE**

**NOTICE** is hereby given that the **7<sup>th</sup> Annual General Meeting** of the Members of **CNH Industrial Capital (India) Private Limited** will be held at the Corporate Office of the Company at 4<sup>th</sup> Floor, Plot No.14A, ATC Building, Maruti Industrial Complex, Sector-18, Gurugram-122015, Haryana India on **Monday, September 30, 2024, at 12:30 PM (IST)** to transact the following business.

**Ordinary Business:**

- I. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, together with the Reports of Directors and the Auditor's thereon.
- II. Appointment of M/s Kirtane & Pandit LLP, Chartered Accountants, New Delhi (FRN: 105215W/W100057), as the Statutory Auditors of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and the Notification w.r.t Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks, (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India on April 27, 2021, and and based on recommendation of Audit Committee and the Board of Directors consent of the Shareholders be and are hereby accorded to appoint M/s Kirtane & Pandit LLP, Chartered Accountants, New Delhi (FRN: 105215W/W100057) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Tenth Annual General Meeting of the Company on such terms including remuneration, reimbursement of expenses (if any) as may be mutually decided by the Statutory Auditors and Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby authorized to do all such act, deeds, matters and things as may be necessary, desirable or expedient to give effect of this Resolution.”

**Special Business:**

- I. To regularize the appointment of Mr. Pankaj Gupta as a Whole time Director who was appointed as an Additional Director.

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 and any other applicable provisions of Companies Act, 2013 and any rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors the consent of the shareholders be and is hereby accorded for the appointment of Mr. Pankaj Gupta (DIN: 10432477) (who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 31<sup>st</sup> 2024, whose term of office expires in this Annual General Meeting) as a Whole time Director of the Company for a period of 5 years commencing from September 30, 2024 to September 29, 2029 on such remuneration and on such terms and condition as may be mutually agreed between the Board of Directors of the Company and the Director.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers to any other Officer(s) / Authorized Representative(s) of the Company to do all such acts, deeds, matters and things and to take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution.”

**By order of the Board  
For & on behalf of  
CNH Industrial Capital (India) Private Limited**

**Rini Jangid  
Company Secretary  
ACS 24950**

Date: September 06, 2024

Place: Gurugram

**NOTES:**

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- b. Bodies corporate can be represented at the meeting by such person(s) as are authorised. Copies of resolution under section 113 of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
- c. Proxy Form and Attendance Slips have been annexed with the Notice. Members are required to bring their admission slips to the AGM, the Company will not be able to provide duplicate admission slips or copies of the Report and Accounts at the AGM venue.
- d. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
- e. Route map and details of prominent landmark of the venue of AGM is annexed with this Notice.

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**EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 (“Act”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Special Business Item Nos. I of the accompanying Notice:

**Item No. I:** Mr. Pankaj Gupta (DIN: 10432477) was appointed on the Board of the Company as an Additional director (Executive) with effect from January 31, 2024. Mr. Pankaj Gupta is eligible to be appointed as a director and has also consented to act as a Whole time Director of the Company.

As per Section 161 of the Act, Mr. Pankaj Gupta holds office upto the date of the ensuing Annual General Meeting. Based on recommendation of the Nomination and Remuneration Committee, your Board recommends passing of Ordinary Resolution as set out in the Item 1 under Special Business of the Notice for the appointment of Mr. Pankaj Gupta as a Whole Time Director of the Company.

The Board considers it desirable that the Company should continue to benefit from his association.

Brief resume of Mr. Pankaj Gupta, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, as required under the Secretarial Standards are as below:

Sl. No	Particular	Details
01	Name of the Director	Pankaj Gupta
02	Director Identification Number (DIN)	10432477
03	Date of Birth	12-12-1984
04	Qualification	Bachelor & Master (Dual Degree) in Mechanical Engineering from Indian Institute of Technology, Kanpur
05	Terms & Conditions of Appointment	To be appointed as whole-time director for a period of 5 years
07	Date of first appointment on Board	January 31, 2024
08	Expertise in specific area	16 years of professional experience across multiple functions in Credit Risk, Predictive Modeling, Data Analytics, and Risk Consulting with banks, consulting firms, rating agencies,

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		and financial institutions.
9	Skills and Capabilities required for the role and manner in which the proposed person meets such requirement	16 years of professional experience across multiple functions in Credit Risk, Predictive Modeling, Data Analytics, and Risk Consulting with banks, consulting firms, rating agencies, and financial institutions. Previously worked with Blackrock, Moody's Analytics, Aptivaa consulting, and Citigroup. Bachelor & Master (Dual Degree) in Mechanical Engineering from Indian Institute of Technology, Kanpur
10	No. of meetings of the Board attended during the Financial Year 2023-24	01
11	List of outside directorship held excluding alternate directorships, Private Companies and Foreign Companies	None
12	Chairman/Member of the Committee of the Board of Directors of other companies in which he is a director	None
13	No. of shares held in the Company	Nil
14	Relationship with other Directors/ Managers/ KMP	Nil
15	Shareholding in the Company including shareholding as a beneficial owner	Nil

The Board recommends the resolution at Item No. 1 of the accompanying Notice for approval of the shareholders.

Mr. Pankaj Gupta is deemed to be concerned or interested in Resolution at Special Business Item No. I. None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the aforesaid Resolution.

## Attendance Slip

### CNH Industrial Capital (India) Private Limited

**Registered Office:**  
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Name of the Company : CNH Industrial Capital (India) Private Limited  
Registered Address : 4th Floor, Rectangle No. 1, Behind Marriot Hotel, Commercial  
Complex, D-4, Saket, New Delhi – 110017  
CIN : U65999DL2017PTC325228  
Email : [cnhicapindia@cnhind.com](mailto:cnhicapindia@cnhind.com)  
Telephone : 011-66544081/0124-6659104  
Website : [www.cnhindustrialcapital.com](http://www.cnhindustrialcapital.com)

7<sup>th</sup> Annual General Meeting of the Company on September 30, 2024, at 12:30 p.m at the  
Corporate Office at 4<sup>th</sup> Floor, Plot No. 14A, ATC Building, Maruti Industrial Complex, Sector -  
18, Gurugram – 122015, Haryana.

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/authorised representative/ proxy for the member(s)  
of the Company.

I/we hereby record my/our presence at the 7<sup>th</sup> Annual General Meeting of the Company  
being held on September 30, 2024, at 12:30 p.m. at Corporate Office at 4<sup>th</sup> Floor, Plot No.  
14A, ATC Building, Maruti Industrial Complex, Sector -18, Gurugram – 122015, Haryana.

.....  
Signature of First holder/Proxy/Authorised Representative

Signature of 1<sup>st</sup> Joint holder

Signature of 2<sup>nd</sup> Joint holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter  
at the Meeting Venue.
2. Only shareholders of the Company and/or their Authorised Representative/ Proxy will be  
allowed to attend the Meeting.

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**Form No. MGT-11**

**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

CIN : U65999DL2017PTC325228  
Name of the Company : CNH Industrial Capital India Private Limited  
Registered Address : 4<sup>th</sup> Floor, Rectangle No. 1, Behind Marriot Hotel, Commercial  
Complex, D-4, Saket, New Delhi – 110017

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*
	Client ID*

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7<sup>th</sup> Annual General Meeting of the Company to be held on September 30, 2024 at 12:30 p.m. at the Corporate Office at 4<sup>th</sup> Floor, Plot No. 14A, ATC Building, Maruti Industrial Complex, Sector -18, Gurugram – 122015, Haryana, and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
<b>Ordinary Business</b>			
I	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, together with the Reports of Directors and the Auditor's thereon		
II	Appointment of M/s Kirtane & Pandit LLP, Chartered Accountants, New Delhi (FRN: 105215W/W100057), as the Statutory Auditors of the Company		
<b>Special Business</b>			
I	To regularize the appointment of Mr. Pankaj Gupta as a Whole time Director who was appointed as an Additional Director.		

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Signed this ..... day of..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) (1) ..... (2) ..... (3) .....

Affix  
Revenue  
Stamp not  
less than  
Rs.1

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 7th Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.

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**Form No. MGT-12  
Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

Name of the Company : CNH Industrial Capital India Private Limited  
Registered Address : 4<sup>th</sup> Floor, Rectangle No. 1, Behind Marriot Hotel, Commercial  
Complex, D-4, Saket, New Delhi – 110017

**Polling Paper – Seventh Annual General Meeting**

Name of the First named shareholder(s)	
Postal Address	
E mail Id	
Folio/DP ID-Client ID No.	
Class of Share	

I hereby exercise my vote in respect of Ordinary / ~~Special Resolution~~ enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolu tion No.	Resolution	Vote		
		No of shares held by me	For	Against
Ordinary Business				
I	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, together with the Reports of Directors and the Auditor's thereon			
II	Appointment of M/s Kirtane & Pandit LLP, Chartered Accountants, New Delhi (FRN: 105215W/W100057), as the Statutory Auditors of the Company			
Special Business				
I	To regularize the appointment of Mr. Pankaj Gupta as a Whole time Director who was appointed as an Additional Director			



## ROUTE MAP OF THE CORPORATE OFFICE ADDRESS OF THE COMPANY

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