

# VOLVO

## NOTICE

Notice is hereby given that the 10<sup>th</sup> Annual General Meeting of the Members of **VOLVO FINANCIAL SERVICES (INDIA) PRIVATE LIMITED** will be held at 04.00 PM IST on Tuesday, the 19<sup>th</sup> day of August 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, along with the report of the Board of Directors and the Auditors thereon.

### SPECIAL BUSINESS:

2. Appointment of Mr. Edmundo Jesus Rodriguez as Director and Managing Director 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 recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, and in accordance with the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. Edmundo Jesus Rodriguez (DIN:10836931), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 10, 2024 to hold office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, and in continuation of the appointment of Mr. Edmundo Jesus Rodriguez (DIN: 10836931) as Managing Director of the Company by the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Edmundo Jesus Rodriguez (DIN: 10836931) as Managing Director of the Company for a term up to January 31, 2027, subject to reappointment, on an annual remuneration not exceeding INR 50 million, and on such terms and conditions as set out in the agreement entered into with him and as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter, vary, or revise the terms and conditions of the said appointment, including remuneration, from time to time, as it may deem fit and appropriate;



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RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

3. Appointment of Mr. Brian James Dumbill as Director 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 recommendation of Nomination & Remuneration Committee and in accordance with the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. Brian James Dumbill (DIN:10781534) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 25, 2025 to hold office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

By Order of the Board

FOR VOLVO FINANCIAL SERVICES (INDIA) PRIVATE LIMITED



(ALKA MISHRA)

COMPANY SECRETARY

M. No. A25468

Address: 21183 Prestige Lakeside Habitat,  
Varthur Main Road, Gunjur, Bengaluru, 560087



Place: Bangalore

Date: 23.06.2025



NOTES

1. Pursuant to the General Circular 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, the 10<sup>th</sup> AGM of the Company is being held through VC/OAVM and the deemed venue for the AGM shall be the Registered Office of the Company.
2. Members will be provided with a facility to attend the AGM through VC/OAVM via Microsoft Teams which enables two-way audio and video conference, and credentials will be shared in the e-mail. The joining of the meeting will be kept open 15 minutes prior to the time scheduled for the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
3. The financial statements including Board's Report, Auditor's Report and other documents required to be attached therewith ("Annual Report") for the financial year ended March 31, 2025 ("FY2025") pursuant to section 136 of the Act and the Notice of the 10<sup>th</sup> AGM ("AGM Notice") pursuant to section 101 of the Act read with the Rules framed thereunder are being sent to all the Members through e-mails registered with the Company. Members can request for hard copy of the Annual Report & AGM notice by sending a request at [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com).
4. The Registers maintained under Sections 85, 88, 170 & 189 of the Companies Act, 2013 will be available for inspection by the members at 65/2, Bagmane Tech Park, Block - A, 5th Floor, Parin Building, C.V. Raman Nagar, Bangalore 560093 on all working days, during business hours 10 a.m. to 6 p.m. up to the date of AGM and will also be available during the AGM. All documents referred to in the Notice will also be available for electronic inspection up to the date of AGM, i.e., August 19, 2025. Members seeking to inspect such documents can send an email to [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com)
5. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out in the notice for Item No's 2 & 3 are annexed hereto.
6. Notice of the 10<sup>th</sup> AGM is available on the Company's website <https://www.vfsc.com/in/tools/governance.html>
7. In pursuance to section 113 of the Companies Act, 2012, Corporate members intending to authorize their representative(s) to attend the meeting are requested to send a relevant certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting by email to [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com).
8. The members shall vote on the agenda by way of show of hands at the meeting. In the event of demand of poll at the meeting, Members shall send their votes by email at [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com) from their registered email address.
9. Members/Representative(s) attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
10. For ease of conduct of AGM, Members desiring any additional information and/or having any queries with respect to Accounts or any matter to be placed at AGM may communicate the same to the Company by mailing on [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com) well in advance before the meeting. The same will be replied by the Company suitably.



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11. Members who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com). Registered members will only be allowed to speak/express/ask questions during the AGM.
12. Members will be required to grant access to the webcam to enable VC/OAVM. Members may join the meeting through Laptops, Smartphones, Tablets, or iPads. Further, members will be required to use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable WiFi or LAN connection to mitigate any glitches. Members are encouraged to join the meeting through desktops/laptops with high-speed internet connectivity for better experience and smooth participation.
13. In case of any query and/or help, in respect of attending the AGM through VC/OAVM mode, members may contact Ms. Alka Mishra, Company Secretary at [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com) or call 7406666490 for any further clarifications.
14. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held in accordance with the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the Proxy Form and attendance slip are not annexed hereto.
15. Since the AGM will be held through VC/OAVM the route map of the venue of the Meeting is not annexed hereto.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circular stating that the service of documents / notices including annual report can be sent by e-mail to its members. With a view to use the natural resources responsibly, we request the shareholders to update their respective email addresses with the Company, if not already done, to enable the Company to send communications electronically.
17. Members can provide their feedback on the services provided by the Company by mailing on [alka.mishra@volvo.com](mailto:alka.mishra@volvo.com). This will help the Company in enhancing Shareholder Service Standards.





**Explanatory Statement pursuant to Section 102 (1) of the Companies Act 2013**

**Item No. 2**

The Members are hereby informed that Board of Directors, on the recommendation of the Nomination & Remuneration Committee have appointed Mr. Edmundo Jesus Rodriguez (DIN: 10836931) as an Additional Director of the Company effective from December 10, 2024. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Rodriguez holds office up to the date of the ensuing Annual General Meeting. Keeping in view his experience and qualifications, the Board is of the opinion that presence of Mr. Rodriguez, on the Board is desirable and would be beneficial to the company and he is not disqualified from being appointed as Director in terms of Section 164 of the Act, the board has proposed for the regularization of his appointment as Director of the Company.

The resolution also seeks the approval of members for continuing the appointment of Mr. Rodriguez as Managing Director of the Company for a period up to January 31, 2027 on terms and conditions as agreed and provided in the Agreement.

Accordingly, Your Directors recommend the resolution as set out at Item No.2 for the approval of the members as an ordinary resolution.

Except for Mr. Rodriguez and his relatives, none of the directors/Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the foregoing resolution. Mr. Rodriguez is not related to any Director or KMP of the Company.

**Disclosure pursuant to Secretarial Standards-2- Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting**

Name of The Director	Mr. Edmundo Jesus Rodriguez
DIN	10836931
Date of Birth	18.01.1966 (59 Years 5 months)
Nationality	Australian
Date of appointment on the Board	10.12.2024
Qualification	<ul style="list-style-type: none"> <li>• Master of Business Administration;</li> <li>• Graduate Diploma of Business Administration;</li> <li>• Graduate Certificate of Business Administration;</li> <li>• Licensure: Six Sigma Quality Certification, Master Black Belt</li> </ul>
Experience	<ul style="list-style-type: none"> <li>• Managing Director, VFS Mexico (May 2019 till September 2024)</li> <li>• Director Credit Risk &amp; Operations, VFS Brazil (March 2017 - April 2019)</li> <li>• VP Dealer Finance &amp; Risk Management, Volvo Construction Equipment, China (Sep 2014 – Feb 2017)</li> <li>• Head of Credit Risk &amp; Operations, VFS Australia (Sep 2009 – Aug 2014)</li> <li>• Head of Asset Management, Bank of Queensland Australia (May 2005 – Aug 2009)</li> <li>• Integration Program Leader, GE Capital Australia (Jan 2002 – Nov 2003)</li> </ul>

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	<ul style="list-style-type: none"> <li>Sales Manager, GE Capital Victoria &amp; Queensland (Jan 1998 – Sep 1999)</li> </ul>
Expertise in functional area	Credit Risk Management; Portfolio Management; Business Development; Industry Trends Forecasting
Terms and Conditions of appointment including Remuneration	As per appointment letter
Number of meetings attended during the financial year	1
Directorships held in other Companies	Nil
Membership/Chairmanships of Committees in other Companies	Nil
Relationship with other Directors	Nil
No. of shares held	Nil

## Item No. 3

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, recommends the appointment of Mr. Brian James Dumbill (DIN: 10781534) as Director of the Company. Pursuant to Section 161 of the Companies Act, 2013, Mr. Dumbill holds office up to the date of the ensuing Annual General Meeting. Keeping in view his experience and qualifications, the Board is of the opinion that presence of Mr. Dumbill, on the Board is desirable and would be beneficial to the company and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Accordingly, Your Directors recommend the resolution as set out at Item No.3 for the approval of the members as an ordinary resolution.

Except for Mr. Dumbill and his relatives, none of the directors/Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the foregoing resolution. Mr. Dumbill is not related to any Director or KMP of the Company.

## Disclosure pursuant to Secretarial Standards-2- Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

Name of The Director	Mr. Brian James Dumbill
DIN	10781534
Date of Birth	01.08.1960 (64 Years 9 months)
Nationality	USA
Date of appointment on the Board	25.03.2025
Qualification	<ul style="list-style-type: none"> <li>FCMA CGMA, Accounting and Finance</li> <li>Certification: Circular Economy &amp; Sustainability Strategies</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Senior Vice President, VFS US (Jan 2024 – Dec 2024)</li> <li>Senior Vice President &amp; CFO, VFS US (Dec 2022 – Jan 2024)</li> </ul>





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	<ul style="list-style-type: none"> <li>• Senior Vice President &amp; CRO, VFS Winston (Jul 2020 – Dec 2022)</li> <li>• Vice President Finance Americas, VFS Winston (Aug 2016 – Jul 2020)</li> <li>• Vice President Finance EMEA (Aug 2014 – Jul 2016)</li> <li>• Vice President Global Controller &amp; Internal Control, VFS Winston (Aug 2012 – Jul 2014)</li> <li>• Vice President Finance, VFS APAC (Aug 2019 – Jul 2012)</li> <li>• Senior Vice President &amp; Global CFO, VFS New Jersey (Jul 2003 – Jul 2009)</li> <li>• Managing Director, VFS UK (Jan 2020 - Jul 2003)</li> <li>• International Management Positions, Europe &amp; LA (Jun 1991 – Jan 2000)</li> </ul>
Expertise in functional area	Management of Business Operations
Terms and Conditions of appointment including Remuneration	As per appointment letter
Number of meetings attended during the financial year	Nil
Directorships held in other Companies	Nil
Membership/Chairmanships of Committees in other Companies	Nil
Relationship with other Directors	Nil
No. of shares held	Nil

By Order of the Board  
FOR VOLVO FINANCIAL SERVICES (INDIA) PRIVATE LIMITED




(ALKA MISHRA)  
COMPANY SECRETARY  
M. No. A25468

Address: 21183 Prestige Lakeside Habitat,  
Varthur Main Road, Gunjur, Bengaluru, 560087

Place: Bangalore  
Date: 23.06.2025