



NOTICE

NOTICE is hereby given that the (01/2016-17) Extraordinary General Meeting of the Members of BMW INDIA FINANCIAL SERVICES PRIVATE LIMITED will be held at a shorter notice on Wednesday, September 7, 2016 at the Registered Office of the Company at 14th Floor, Building No. 10, Tower C, DLF Cyber City, Phase – II, Gurgaon-122002 at 5.00 pm to transact the business as mentioned herein:

SPECIAL BUSINESS:

1. To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For BMW India Financial Services Private Limited**

Vikas Arora
Legal Counsel & Company Secretary
M. No.: ACS 19477

Place: Gurgaon
Date: 06/09/2016

Company
BMW India
Financial Services
Private Limited
55921HR2009FTC039654

A BMW Group Company

Regd. Office Address
DLF Cyber City - Phase II
Building No. 10 - Tower C
14th Floor
Gurgaon, 122 002
India
Tel: +91 124 4958 600
Fax: +91 124 4958 602
Email: Vikas.Arora@bmw.in
<http://www.bmw.in>

Bank details
Citi Bank N.A. -India
17716018
IFSC-Code
CITI0000002

NOTES:

- A. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.A PROXY FORM IS ENCLOSED.**
- B.** Members/Proxies attending the meeting are requested to bring their copy of EGM Notice to the Meeting and attendance slip duly signed so as to avoid inconvenience.
- C.** Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- D.** The draft altered Articles of Association of the Company reflecting the alterations as aforesaid is available for inspection at the registered office of the Company during business hours, till the conclusion of the EGM.
- E.** The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Meeting is annexed hereto.

**By Order of the Board of Directors
For BMW India Financial Services Private Limited**



**Vikas Arora
Legal Counsel & Company Secretary
M. No.: ACS 19477**

**Place:Gurgaon
Date: 06/09/2016**

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

BMW India Financial Services Private Limited was incorporated on November 3, 2009 under the provisions of the Companies Act, 1956.

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 as mentioned in the existing Articles of Association are no longer in force.

Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table "F" of Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

Further as the Company is desirous of converting its shares into dematerialization form, it is also proposed to include a power in the new Articles to dematerialize the existing securities and/or offer fresh securities in the de-materialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

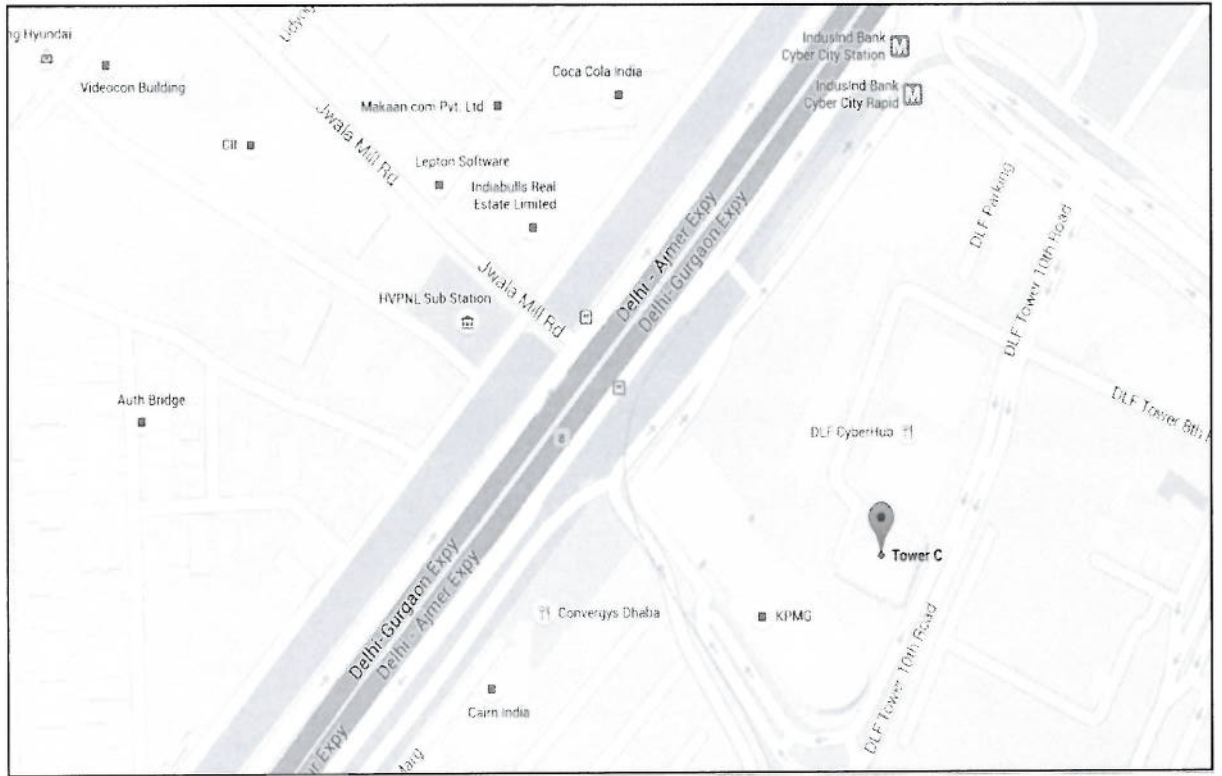
**By Order of the Board of Directors
For BMW India Financial Services Private Limited**



**Vikas Arora
Legal Counsel & Company Secretary
M. No.: ACS 19477**

**Place: Gurgaon
Date: 06/09/2016**

ROUTE MAP



Arora

NOTES:

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- D.** The draft altered Articles of Association of the Company reflecting the alterations as aforesaid is available for inspection at the registered office of the Company during business hours, till the conclusion of the EGM.
- E.** The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Meeting is annexed hereto.

**By Order of the Board of Directors
For BMW India Financial Services Private Limited**



**Vikas Arora
Legal Counsel & Company Secretary
M. No.: ACS 19477**

**Place:Gurgaon
Date: 07/12/2016**

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Members are requested to take note that BMW India Financial Services Private Limited proposes to borrow money for its business plans through issue of unsecured unlisted redeemable debt securities on a private placement basis.

Members may note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous Special Resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by the Company, including the price at which such non-convertible debentures are being issued on the basis of the prevailing market conditions.

Accordingly, the Resolution at item no. 1 seeks your consent to the proposed changes by way of a Special Resolution, as stated in the Notice convening the meeting.

None of the Directors or other Key Managerial Personnel of the Company are, in any way, concerned or interested in the Resolution except to the extent of any charge / security that may be created by the Company in favour of any entity in which any of the Director(s) or other Key Managerial Personnel may be associated in any capacity.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

**By Order of the Board of Directors
For BMW India Financial Services Private Limited**



**Vikas Arora
Legal Counsel & Company Secretary
M. No.: ACS 19477**

**Place: Gurgaon
Date: 07/12/2016**

