

Notice

NOTICE is hereby given that the Seventh Annual General Meeting of the members of De Lage Landen Financial Services India Private Limited (the "Company") will be held at 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 on Thursday, June 28, 2018 at 9.30 a.m. to consider and transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the period from April 1, 2017 up to March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To fix the Auditors' remuneration.

SPECIAL BUSINESS

3. Re-appointment of Mr. Dhananjay Barve (DIN 06673457) as a 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 the provisions of Section 152 and section 196 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Dhananjay Barve (DIN 06673457) who was appointed as a Director of the Company by its shareholders in their meeting held on September 30, 2013 and whose term of office expires on September 16, 2018 but who is eligible for re-appointment and has consented to continue as a Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation to hold office as such up to June 27, 2023".

4. Increase in the authorized share capital of the Company

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

"Resolved that pursuant to the provisions of section 13(1) and section 61(1)(a) of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made thereto, if any, for the time being in force) and Article 4.2 of the Articles of Association of the Company and any other provisions as may be applicable, the Authorized Share Capital of the Company be and is hereby increased from Rs. 335,00,00,000/- (Rupees Three Hundred & Thirty Five crores only) to Rs. 400,00,00,000/- (Rupees Four Hundred crores only) by creating an additional 6,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 65,00,00,000/- (Rupees Sixty Five crores only), each such share ranking *pari-passu* with the existing Equity Shares of the Company and consequently, Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause V in place of the existing clause:

- V. The Authorized Share Capital of the Company is Rs. 400,00,00,000/- (Rupees Four Hundred crores only) divided into 40,00,00,000 (Forty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Resolved further that any one of the Directors and Mr. Dhananjay Barve, Director & Company Secretary be and are hereby severally authorized to submit the necessary e-Forms and any other documents as may be required under the provisions of the Companies Act, 2013 with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution.”

5. Alteration of Memorandum of Association of the Company


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

“Resolved that pursuant to the provisions of Section 13(1) and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made thereto, if any, for the time being in force), Clause III (B) of the Memorandum of Association of the Company be and is hereby altered by adding the following new sub-clause after the existing sub-clause (11):

- 11A. Subject to Sections 179, 185, 186 and any other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made thereto, if any, for the time being in force) and the Rules made thereunder and directions issued by the Reserve Bank of India, the Company may take loans, borrow, raise or secure money from Banks, Financial Institutions, NBFCs or any other persons, organizations or entities, or raise money in such manner and at such time or times as the Company may determine including but not limited to issue(s) of debentures, debenture-stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other such person or entity of any obligation undertaken by the Company of such other person or entity and to give the lenders the power to sell and such other powers as may be deemed to be expedient and to purchase, redeem or pay off any such securities.

“Resolved further that any one of the Directors and Mr. Dhananjay Barve, Director & Company Secretary be and are hereby severally authorized to submit the necessary e-Forms and any other documents as may be required under the provisions of the Companies Act, 2013 with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution.”

By Order of the Board of Directors



Alexander d'Huc
Director & Country Manager

Place: Mumbai
Date: June 28, 2018

Notes:

1. An Explanatory Statement setting out material facts pursuant to section 102 of the Companies Act, 2013 with regard to the Special Business mentioned hereinabove is annexed to this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER FOR A PROXY TO BE VALID IT MUST BE RETURNED TO THE COMPANY AT THE REGISTERED OFFICE ADDRESS DULY COMPLETED, NO LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A member holding more than 10 percent of the total share capital of the Company may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for another person or shareholder. A Proxy holder shall prove his identity at the time of attending the meeting.
4. Member(s) / Proxy(ies) are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of resolution of the company, authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the Notice and other statutory documents are available for inspection at the Company's registered office (which is also the Company's head office and corporate office) up to the date of the Annual General Meeting during 10AM to 12 noon on the days when the registered office is open for business.
7. Members are requested to notify the change in their address to the Company and always quote their Folio Numbers in all correspondence with the Company.

EXPLANATORY STATEMENT

Explanatory Statement setting out material facts and information pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement forming part of the Notice, sets out all material facts and information to enable the members to understand the meaning, scope and implications of the Special Business mentioned in the accompanying Notice dated June 22, 2018.

Explanation to Item No. 3

Mr. Dhananjay Barve (DIN 06673457) was appointed as a Director of the Company by its shareholders in their meeting held on September 30, 2013 and his term is expiring on September 16, 2018. Mr. Barve's re-appointment as Director not liable to retire by rotation will benefit the Company's operations and Board processes. The Board recommends this resolution to the members.

Mr. Dhananjay Barve may be deemed to be concerned or interested in Item No. 3 of the accompanying Notice since it relates to his appointment as a Director of the Company. No other Directors, Key Managerial Personnel or their relatives may be deemed to have any concern or interest, financial or otherwise in Item No. 3 of the accompanying Notice.

Explanation to Item No. 4

As a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI), the Company must maintain a minimum capital ratio as per the capital requirements prescribed by NBFC - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by the RBI. The Company always needs to be adequately capitalized to meet the minimum capital ratio requirements. It is proposed to increase the authorized capital of the Company to Rs. 400,00,00,000/- (Rupees Four Hundred crores only) to accommodate further infusions of equity capital by the shareholders to augment the Tier I capital of the Company for supporting future business growth. The Board recommends this resolution to the members.


None of the Directors, Key Managerial Personnel or their relatives may be deemed to have any concern or interest, financial or otherwise in Item No. 4 of the accompanying Notice.

Explanation to Item No. 5

The Board needs to consider from time to time new proposals for expansion of business which would be profitable for the Company as part of its normal business growth. The objects clause of the Memorandum of the Company is proposed to be expanded to facilitate borrowings from Banks, Financial Institutions, NBFCs and other lenders to enable the Company to leverage its share capital for growing its business and portfolio. The Board recommends this resolution to the members.

None of the Directors, Key Managerial Personnel or their relatives may be deemed to have any concern or interest, financial or otherwise in Item No. 5 of the accompanying Notice.

By Order of the Board of Directors



Alexander d'Huc
Director & Country Manager

Place: Mumbai
Date: June 28, 2018

Form 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 : U65900MH2011FTC221903
 Name of the company : De Lage Landen Financial Services India Private Limited
 Registered office : 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Name of the member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. / Client ID	:	
DP ID	:	

I/We, being the member(s) holding _____ shares of De Lage Landen Financial Services India Private Limited, hereby appoint:

1. Name: _____;
 Email: _____
 Address : _____
 _____; Signature: _____

or failing him/her

2. Name: _____;
 Email: _____
 Address : _____
 _____; Signature: _____

or failing him/her

3. Name: _____;
 Email: _____
 Address : _____
 _____; Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Thursday, June 28, 2018 at 9.30 a.m. at 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Subject matter of the resolution	Vote (optional, see Note 2) (Please mention number of shares)		
		For	Against	Abstain
1	Ordinary Business: adoption of audited Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2018			
2	Ordinary Business: To fix the Auditor's remuneration.			
3	Special Business: Re-appointment of Mr. Dhananjay Barve as a Director			
4	Special Business: Increase in the authorized share capital of the Company			
5	Special Business: Alteration of Memorandum of Association of the Company			

Signed this _____ day of _____ 2018

Affix a Revenue Stamp of Re.1
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Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a Member of the Company.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' and/or 'Abstain' columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Attendance Slip

Annual General Meeting: June 28, 2018

Please complete this Attendance Slip and hand over at the entrance of the meeting hall.

Folio No.	
No. of shares held	

I certify that I am a member / proxy / representative of the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company, held at 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 on Thursday, June 28, 2018 at 9.30 a.m.

Name of the attending Member / Proxy : _____
(In BLOCK letters)

Signature of the attending Member / Proxy : _____

Route Map

Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Landmarks: Lower Parel Railway Station; High Street Phoenix

