

Notice

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of De Lage Landen Financial Services India Private Limited (“Company”) will be held at the registered office of the Company, 20/F, Tower A, Peninsula Business Park, Lower Parel, Mumbai 400 013 on Thursday, March 02, 2017 at 10 a.m. to consider and transact the following business:

SPECIAL BUSINESS

1. Alteration of the Main Objects clause of the Memorandum of Association of the Company

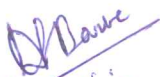
To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**Resolved that** in accordance with the provisions of section 13 of the Companies Act, 2013 and subject to such other approvals as necessary, the main objects clause of the Memorandum of Association of the Company be altered by adding the following sub-clause to Clause III (A) of the Memorandum of Association and subsequent sub-clauses of the Memorandum of Association be re-numbered accordingly:

3. To undertake and carry on the business of soliciting, selling, distributing or procuring insurance business and providing insurance advisory services as a licensed or registered Corporate Insurance Agent, or a licensed or registered insurance intermediary, or otherwise and to provide or supply services relating to insurance business or selling, distribution, procurement thereof.

Resolved further that any one of the Directors and the Director and Company Secretary be severally authorized to submit e-Form MGT-14 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



Dhananjay Barve
Director & Head - Legal, Compliance
and Company Secretary

Place: Mumbai

Date: February 14, 2017

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.

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 February 14, 2017.

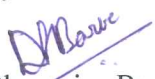
Explanation to Item No. 1

The Company can augment its revenue generating ability by acting as an insurance intermediary such as a licensed Corporate Insurance Agent and for that purpose the Memorandum of Association (MoA) of the Company would require to be expanded to include offering insurance as one of the Company's objects under the MoA. The Company's Board of Directors commends this resolution to the members as an enabling measure to allow the Company to get into the insurance intermediation business. The Board also commends this resolution on the basis that insurance intermediation business can be conveniently and advantageously combined with the Company's primary equipment financing business.

The Board commends the Special 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. 1 of the accompanying Notice.

The Memorandum of Association of the Company is available for inspection in physical form at the Company's registered office address (which is also the Company's head office and corporate office) up to the date of the Extra Ordinary General Meeting during 10AM to 12 noon on the days when the registered office is open for business. The MoA shall also be made available for inspection at the Meeting.

By Order of the Board of Directors


Dhananjay Barve
Director & Head - Legal, Compliance
and Company Secretary

Place: Mumbai

Date: February 14, 2017

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~~ / Extraordinary General Meeting of the company, to be held on the 2nd day of March, 2017 at 10 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
1	Special Business: Alteration of the Main Objects clause of the Memorandum of Association of the Company

Signed this _____ day of _____ 2017

Affix a
Revenue
Stamp of
Re.1

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.

Attendance Slip

Extraordinary General Meeting: March 02, 2017

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 of the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company, held at 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 on Thursday, March 02, 2017 at 10 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

