

Notice

NOTICE is hereby given that the Eighth 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 27, 2019 at 10.30 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, 2018 up to March 31, 2019, including the audited Balance Sheet as at March 31, 2019, 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. **Appointment of Mr. Franciscus Johannes Bosse (Frans Bosse) (DIN 08254955) 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, 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. Franciscus Johannes Bosse (Frans Bosse) (DIN 08254955) who was appointed as an Additional Director of the Company by the Board of Directors vide a resolution passed through circulation effective October 22, 2018 and whose term of office expires at this Annual General Meeting but who is eligible for appointment and has consented to act 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 26, 2024".

4. **Appointment of Mr. Anand Subramaniam (DIN 08257714) 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, 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. Anand Subramaniam (DIN 08257714) who was appointed as an Additional Director of the Company by the Board of Directors vide a resolution passed through circulation effective October 22, 2018 and whose term of office expires at this Annual General Meeting but who is eligible for appointment and has consented to act 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 26, 2024".

5. **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. 400,00,00,000/- (Rupees Four Hundred crores only) to Rs. 500,00,00,000/- (Rupees Five Hundred crores only) by creating an additional 10,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 100,00,00,000/- (Rupees One Hundred 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. 500,00,00,000/- (Rupees Five Hundred crores only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Resolved further that any one of the Directors and the Director and Company Secretary be and is 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.”

6. Alteration of Articles 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 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and are hereby altered by deleting clause 16 of Articles of Association of the Company which is as under:-

16. The seal

- 16.1 The Board shall provide for the safe custody of the seal.
- 16.2 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two Directors or one Director and the Company Secretary; and such Director and Company Secretary shall sign every instrument to which the seal of the Company is affixed in their presence.

“Resolved further that any one of the Directors and the Director and Company Secretary be and is 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


Dhananjay Barve
Director & Company Secretary

Place: Mumbai
Date: June 27, 2019

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 27, 2019.

Explanation to Item No. 3

Mr. Franciscus Johannes Bosse (Frans Bosse) (DIN 08254955) was appointed as an Additional Director of the Company with effect from October 22, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Bosse holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received the requisite consent and declarations from Mr. Bosse.

Mr. Frans Bosse has extensive international experience in the financial industry and his appointment as a director not liable to retire by rotation will benefit the Company's operations and Board processes. Since Mr. Bosse also holds office as the Company's Country Manager, in terms of Section 196(2) of the Companies Act, 2013 it is proposed to appoint him for a term not exceeding five years.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. Bosse as a Director, not liable to retire by rotation to hold office as such up to June 26, 2024.

Other than Mr. Frans Bosse in his capacity as the proposed appointee, no other Director, 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

Mr. Anand Subramaniam (DIN 08257714) was appointed as an Additional Director of the Company with effect from October 22, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Anand Subramaniam holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received the requisite consent and declarations from Mr. Anand Subramaniam.

Mr. Anand Subramaniam has extensive experience in the financial industry and his appointment as a director not liable to retire by rotation will benefit the Company's operations and Board processes. Since Mr. Subramaniam also holds office as Chief Financial Officer, it is proposed to appoint him for a term not exceeding five years in terms of Section 196(2) of the Companies Act, 2013.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Anand Subramaniam as a Director, not liable to retire by rotation to hold office as such up to June 26, 2024.

Other than Mr. Anand Subramaniam in his capacity as the proposed appointee, no other Director, 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

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 adequacy ratio requirements. It is proposed to increase the authorized capital of the Company to Rs. 500,00,00,000/- (Rupees Five 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. 5 of the accompanying Notice.

Explanation to Item No. 6

Pursuant to Companies Amendment Act, 2015, use of Common Seal has now become optional for companies. Further, the Company being a Non-Banking Financial Company has to execute various agreements, documents, etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by deleting from the AOA, clauses relating to the Common Seal.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 6 for the approval of 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. 6 of the accompanying Notice.

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read 'D Barve', written over a horizontal line.

Dhananjay Barve
Director & Company Secretary

Place: Mumbai
Date: June 27, 2019