

Notice

NOTICE is hereby given that an Extraordinary 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 Friday, June 19, 2020 at 10.00 a.m. to consider and transact the following business:

SPECIAL BUSINESS

1. 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. 500,00,00,000/- (Rupees Five Hundred crores only) to Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty crores only) by creating an additional 25,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty 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. 750,00,00,000/- (Rupees Seven Hundred and Fifty crores only) divided into 75,00,00,000 (Seventy Five 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.”

By Order of the Board of Directors

Dhananjay Barve
Director & Company Secretary

Place: Mumbai
Date: June 18, 2020

Registered Office

De Lage Landen Financial Services India Pvt. Ltd.
CIN: U65900MH2011FTC221903
20/F, Peninsula Business Park, Tower A
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
India

Telephone +91 22 2482 3199
www.dlgroup.com

DLL (De Lage Landen) has offices in more than 30 countries throughout Europe, North America, South America, Australia and Asia. The company is part of the Rabobank Group.



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 June 18, 2020.

Explanation to Item No. 1

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. 750,00,00,000/- (Rupees Seven Hundred and Fifty 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. 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 Extraordinary General Meeting during 10.00 a.m. to 12.00 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 & Company Secretary

Place: Mumbai
Date: June 18, 2020

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 Extraordinary General Meeting of the company, to be held on Friday, June 19, 2020 at 10.00 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	Special Business: Increase in the authorized share capital of the Company			

Signed this _____ day of _____ 2020

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

Extraordinary General Meeting: June 19, 2020

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 Friday, June 19, 2020 at 10.00 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

