

Notice

NOTICE is hereby given that the Tenth 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 Tuesday, September 28, 2021 at 11.00 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, 2020 up to March 31, 2021, including the audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirteenth Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 139 read with Section 140(4) of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Reserve Bank of India's guidelines for appointment of Statutory Auditors, unwillingness of retiring Auditors M/s Price Waterhouse Chartered Accountants LLP, having Firm Registration No: 012754N/N500016 to seek re-appointment for another term, and pursuant to the recommendation made by the Audit Committee of the Board, M/s Kirtane & Pandit LLP, Chartered Accountants, having Firm Registration No: 105215W/W100057 allotted by the Institute of Chartered Accountants of India be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of the Tenth Annual General Meeting for a term of three consecutive years till conclusion of the Thirteenth Annual General Meeting (subject to the firm satisfying the eligibility norms each year) and that the Board be and is hereby authorized to fix the remuneration of M/s Kirtane & Pandit LLP, Chartered Accountants, as may be recommended by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

3. **Appointment of Mr. Jaroslaw Jozef Skowronski (Jarek Skowronski) (DIN 09003065) 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 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. Jaroslaw Jozef Skowronski (Jarek Skowronski) (DIN 09003065) who was appointed as an Additional Director of the Company by the Board of Directors vide a resolution passed through circulation, effective January 7, 2021 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."

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.

4. Appointment of Mr. Abhishek Mudgal (DIN 08989118) 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. Abhishek Mudgal (DIN 08989118) who was appointed as an Additional Director of the Company by the Board of Directors vide a resolution passed through circulation effective January 4, 2021 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 August 31, 2026.”

By Order of the Board of Directors

Dhananjay Barve
Director & Company Secretary

Place: Mumbai
Date: September 17, 2021

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 statement containing information about Ordinary Business at Item No. 2 of the Notice is also annexed hereto.
3. 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.
4. 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.
5. 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.
6. 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.



7. 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 10.00 a.m. to 12.00 noon on the days when the registered office is open for business.
8. 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.

STATEMENT RELATING TO ITEM NO. 2 OF THE NOTICE

M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, retiring Auditors of the Company have conveyed their unwillingness to seek re-appointment for another term at the ensuing Annual General Meeting (“AGM”) in view of Reserve Bank of India’s (“RBI”) guidelines on eligibility and appointment of statutory auditors of NBFCs. The Company has received Special Notice from a member holding the requisite number of shares of the Company, voting power and paid-up capital as set out in section 115 of the Companies Act, 2013 (“the Act”) and the relevant rules (“Rules”), of a resolution proposing the appointment of M/s Kirtane & Pandit LLP, Chartered Accountants as the Company’s Auditors in terms of Section 139(9) read with Section 140(4) of the Act. As required by the relevant Rules, the Company gave notice of this resolution to the members. In light of the said RBI guidelines which cap a statutory auditor’s term to three years, members are requested to appoint M/s Kirtane & Pandit LLP, Chartered Accountants as the Company’s Auditors for a three year term from the conclusion of this Tenth AGM up to the conclusion of the Thirteenth AGM. Members will also be requested to authorize the Board of Directors to fix the remuneration of M/s Kirtane & Pandit LLP, Chartered Accountants as may be recommended by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

The Board commends this Special Resolution set out at Item No. 2 of the accompanying Notice, to the members. No Director, Key Managerial Personnel or their relatives may be deemed to have any concern or interest, financial or otherwise in Item No. 2 of the accompanying Notice.

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 September 16, 2021.

Explanation to Item No. 3

Mr. Jaroslaw Jozef Skowronski (Jarek Skowronski) (DIN 09003065) was appointed as an Additional Director of the Company with effect from January 7, 2021 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Skowronski 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. Skowronski.

Mr. Jarek Skowronski 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.

The Board recommends the passing of the Ordinary Resolution as set out at Item no. 3 of the Notice for the appointment of Mr. Skowronski as a Director, not liable to retire by rotation.

Other than Mr. Jarek Skowronski 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. Abhishek Mudgal (DIN 08989118) was appointed as an Additional Director of the Company with effect from January 4, 2021 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Abhishek Mudgal 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. Abhishek Mudgal.

Mr. Abhishek Mudgal 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. Mudgal also holds office as Company's Country Manager, 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. Abhishek Mudgal as a Director, not liable to retire by rotation to hold office as such up to August 31, 2026.

Other than Mr. Abhishek Mudgal 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.

By Order of the Board of Directors

Dhananjay Barve
Director & Company Secretary

Place: Mumbai
Date: September 17, 2021

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 Tuesday, September 28, 2021 at 11.00 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 4) (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, 2021			
2	Ordinary Business: Appointment of M/s Kirtane & Pandit LLP, Chartered Accountants as the auditors of the Company			
3	Special Business: Appointment of Mr. Jaroslaw Jozef Skowronski (Jarek Skowronski) (DIN 09003065) as a Director of the Company			
4	Special Business: Appointment of Mr. Abhishek Mudgal (DIN 08989118) as a Director of the Company			

Signed this _____ day of _____ 2021

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: September 28, 2021

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 Tuesday, September 28, 2021 at 11.00 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

