

## Notice

**NOTICE** is hereby given that the Sixth 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 Wednesday, June 28, 2017 at 11.30 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, 2016 up to March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To ratify the appointment of Auditors and fix their remuneration.

### SPECIAL BUSINESS

#### 3. Appointment of Mr. Alexander d'Huc (DIN 07602535) as a Director

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. Alexander d'Huc (DIN 07602535) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on October 06, 2016 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 May 31, 2022".

By Order of the Board of Directors



Dhananjay Barve  
Director & Company Secretary

Place: Mumbai

Date: June 21, 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.
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.

## 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 21, 2017.

#### Explanation to Item No. 3


Mr. Alexander d'Huc (DIN 07602535) was appointed as an Additional Director of the Company with effect from October 06, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. d'Huc 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. d'Huc.

Mr. Alexander d'Huc 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. d'Huc 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. d'Huc as a Director, not liable to retire by rotation to hold office as such up to May 31, 2022.

Other than Mr. Alexander d'Huc 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.

By Order of the Board of Directors



Dharamjay Barve  
Director & Company Secretary

Place: Mumbai

Date: June 21, 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:  
 \_\_\_\_\_

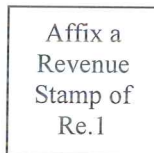
or failing him/her

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 of the company, to be held on Wednesday, June 28, 2017 at 11.30 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, 2017			
2	Ordinary Business: To ratify the appointment of Auditors and fix their remuneration			
3	Special Business: Appointment of Mr. Alexander d'Huc (DIN 07602535) as a Director			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017



\_\_\_\_\_  
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, 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 / 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 Wednesday, June 28, 2017 at 11.30 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

