

Notice

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of De Lage Landen Financial Services India Private Limited (the "Company") will be held at B2-708, 7th Floor, 'B' Wing, Boomerang Co-Operative Premises Society Limited, Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai – 400072, India, on Monday, June 26, 2023 at 3.00 p.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, 2022 up to March 31, 2023, including the audited Balance Sheet as at March 31, 2023, 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. Roel Michel van Veelen (DIN 10126585) 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. Roel Michel van Veelen (DIN 10126585) who was appointed as an Additional Director of the Company by the Board of Directors vide a resolution passed through circulation effective April 24, 2023 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."

4. **Appointment of Mr. Manish Ajit Tanwani (DIN 10126969) 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. Manish Ajit Tanwani (DIN 10126969) who was appointed as an Additional Director of the Company by the Board of Directors vide a resolution passed through circulation effective April 24, 2023 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 25, 2028."

Registered Office

De Lage Landen Financial Services India Pvt. Ltd.

CIN: U65900MH2011FTC221903

B2-708, 7th Floor, 'B' Wing,

Boomerang Co-Operative Premises Society Limited,

Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri

(East), Mumbai – 400072, India

Telephone +91 22 6982 3199

www.dllgroup.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.

5. Re-appointment of Mr. Dhananjay Barve (DIN 06673457) 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 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. Dhananjay Barve (DIN 06673457) who was appointed as a Director of the Company by its shareholders in their meeting held on June 28, 2018 and whose term of office expires on June 27, 2023 but who is eligible for re-appointment and has consented to continue 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 25, 2028”.

By Order of the Board of Directors


Bhusan Kumar Gupta
Company Secretary

Place: Mumbai

Date: June 26, 2023

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 10.00 a.m. to 12.00 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 26, 2023.

Explanation to Item No. 3

The Company has pivoted away from / stopped doing financing business and offers a Shared Service Centre (SSC) to the DLL network, reporting to Roel Michel van Veelen, Head of Global Business Service within the COO domain. Therefore, Mr. Roel Michel van Veelen (DIN 10126585) was appointed as an Additional Director of the Company with effect from April 24, 2023 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Veelen 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. Veelen.

Mr. Roel Michel van Veelen has extensive relevant international experience 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 appointing Mr. Roel Michel van Veelen as a Director, not liable to retire by rotation.

Other than Mr. Veelen 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

The Company has pivoted away from / stopped doing financing business and offers a Shared Service Centre to the DLL network. Mr. Manish Ajit Tanwani, Head of Operations of the erstwhile financing business has taken charge as the Head of SSC Operations and is part of the reconstituted management team for the SSC. Therefore, Mr. Manish Ajit Tanwani (DIN 10126969) was appointed as an Additional Director of the Company with effect from April 24, 2023 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Tanwani 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. Manish Tanwani.

Mr. Tanwani has extensive relevant experience and his appointment as a director not liable to retire by rotation will benefit the Company's operations and Board processes. Since Mr. Tanwani also holds office as Head of SSC Operations, 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. Manish Ajit Tanwani as a Director, not liable to retire by rotation to hold office as such up to June 25, 2028.

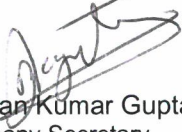
Other than Mr. Manish Ajit Tanwani in his capacity as the proposed appointee, no other Director, Key Managerial Personnel or their relatives may be deemed to have any concern or interest, financial or otherwise in Item No. 4 of the accompanying Notice.

Explanation to Item No. 5

Mr. Dhananjay Barve (DIN 06673457) was appointed as a Director of the Company by its shareholders in their meeting held on June 28, 2018 for a five year term which expires on June 27, 2023. Mr. Barve's re-appointment as Director not liable to retire by rotation will benefit the Company's operations and Board processes. The Board recommends this resolution to the members.

Mr. Dhananjay Barve may be deemed to be concerned or interested in Item No. 5 of the accompanying Notice since it relates to his appointment as a Director of the Company. No other 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.

By Order of the Board of Directors



Bhusan Kumar Gupta
Company Secretary

Place: Mumbai

Date: June 26, 2023

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 : B2-708, 7th Floor, 'B' Wing, Boomerang Co-Operative Premises Society Limited, Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai 400 072

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: _____

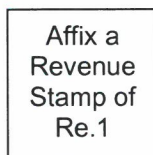
or failing him/her

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 Monday, June 26, 2023 at 3.00 p.m. at B2-708, 7th Floor, 'B' Wing, Boomerang Co-Operative Premises Society Limited, Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai – 400 072 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, 2023			
2	Ordinary Business: to fix the Auditors' remuneration			
3	Special Business: Appointment of Mr. Roel Michel van Veelen (DIN 10126585) as a Director of the Company			
4	Special Business: Appointment of Mr. Manish Ajit Tanwani (DIN 10126969) as a Director of the Company			
5	Special Business: Re-appointment of Mr. Dhananjay Barve (DIN 06673457) as a Director of the Company			

Signed this _____ day of _____ 2023



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 26, 2023

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 B2-708, 7th Floor, 'B' Wing, Boomerang Co-Operative Premises Society Limited, Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai – 400 072 on Monday, June 26, 2023 at 3.00 p.m.

Name of the attending Member / Proxy : _____
(In BLOCK letters)

Signature of the attending Member / Proxy : _____

Route Map

B2-708, 7th Floor, 'B' Wing, Boomerang Co-Operative Premises Society Limited, Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai – 400 072

Landmarks: Chandivali Studio; MHADA, Powai



Registered Office:

De Lage Landen Financial Services India Pvt. Ltd.
CIN: U65900MH2011FTC221903

B2-708, 7th Floor, 'B' Wing,

Boomerang Co-Operative Premises Society Limited,

Saki Naka, Chandivali Farm Road, Near Chandivali Studio,

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