

## Notice

**NOTICE** is hereby given that an Extraordinary General Meeting of the members of De Lage Landen Financial Services India Private Limited (the “Company”) will be held at B2-708, 7<sup>th</sup> Floor, ‘B’ Wing, Boomerang Co-operative Premises Society Limited, Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai – 400 072 on Friday, July 14, 2023 at 1.00 p.m. to consider and transact the following business:

### **SPECIAL BUSINESS**

#### **1. Change in the name of the Company including alteration in the Memorandum of Association and 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 Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 (the “Act”), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), subject to the approval of the Central Government and / or any other statutory or regulatory authority(ies) as may be necessary, consent of the Members of the Company, be and is hereby accorded for change of name of the Company from “De Lage Landen Financial Services India Private Limited” to “DLL Global Business Services Private Limited”

**Resolved further that** consequent to the aforementioned change of name of the Company, the extant Clause I (Name Clause) of the Memorandum of Association, be deleted and substituted with the following modified Clause I, as under:

I. The name of the Company is DLL Global Business Services Private Limited.

**Resolved further that** the Memorandum of Association and Articles of Association of the Company, in so far as they relate to the name of the Company, be amended and that the name “De Lage Landen Financial Services India Private Limited” wherever appearing, be deleted and substituted with the name “DLL Global Business Services Private Limited”

**Resolved further that** the Board of Directors of the Company be and is hereby authorised to finalise, sign, execute, amend and file necessary applications, forms, deeds, documents and writings, as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

#### Registered Office

De Lage Landen Financial Services India Pvt. Ltd.

CIN: U65900MH2011FTC221903

B2-708, 7<sup>th</sup> Floor, ‘B’ Wing,

Boomerang Co-Operative Premises Society Limited,

Saki Naka, Chandivali Farm Road, Near Chandivali Studio,

Andheri (East), Mumbai – 400072, India

Telephone +91 6982 3199

[www.dllgroup.com](http://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.

## 2. Change of Objects clause of the Memorandum 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 4, 13 and 15 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable law(s), rule(s), regulation(s), guideline(s), subject to the approval of the Central Government and / or any other statutory or regulatory authority(ies) as may be necessary, consent of the Members of the Company, be and is hereby accorded for altering the Main Objects of the Memorandum of Association of the Company by deleting the existing Clause III entirely and replacing the same with below:

III(A). The objects of the Company to be pursued on its incorporation are:-

1. To provide support services to entities that are part of the DLL Group i.e. affiliates of De Lage Landen International B.V. Netherlands, which services may include but are not limited to: customer administration, record-keeping, processing payments, bank statement processing, support for human resources processes including payroll processing, accounting, transaction processing, invoicing, document indexing, scanning, database management, all manners of reporting, information technology services, back office support, information gathering, business and market analyses, process and controls review and testing, credit administration, collections processing, data entry.

III(B). Matters which are necessary for furtherance of the objects specified in clause III(A) are:-

1. To receive, obtain, procure all kinds of support, services from DLL Group.
2. To run call centers, customer contact centers and to provide voice, email and chat based customer contact service centers on behalf of clients, to their customers.
3. To distribute among the members of the Company, any property of the Company in the event of winding up of the company as per provisions of the Companies Act, 2013.
4. To enter into, sub-contract, sublet and/or assign contracts as may be thought expedient for the attainment of main object of the Company.
5. To initiate, institute, settle or take legal action and proceedings in connection with the business of the Company and to defend the suits filed against the Company.
6. To open and operate any of account in any bank and to draw, make, accept, endorse, seal, execute, negotiate, purchase, discount, hold and dispose of cheques and other negotiable documents, contracts, deeds and instruments, and to cancel and vary such instruments, subject to the provisions of the Banking Regulation Act, 1949.
7. Subject to Sections 179, 185, 186 and any other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made thereto, if any, for the time being in force) and the rules made thereunder and directions issued by the

Reserve Bank of India or any other applicable regulator or government body or institution, the Company may take loans, borrow, raise or secure money from banks, financial institutions or any other persons, organizations or entities, and to secure the repayment of any money borrowed, raised or owing.

8. To lease, license and otherwise acquire the right to use office premises and/or facilities of whatever kind as may be convenient or useful or conducive to the effective functioning of the aforesaid business or any part thereof.
9. To sell, improve, manage, develop, exchange, lease, turn to account or let, mortgage, charge, sale or otherwise dispose off with all or any part of the property and rights of the Company.
10. To provide for the welfare of employees or ex-employees of the Company and the family or other dependents of such employees or ex-employees as required by law through grant of money, pensions, allowances, bonus or other payments or by subscribing or contributing to provident funds and other funds and trusts, or any other measures.”

### 3. Amendment to the 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 5, 14 and 15 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company in the following manner:

- (i) The existing Articles no. 1 to 9.2 are hereby deleted and are replaced by the following Articles:

#### 1. **Constitution**

- 1.1 These Articles of Association are the regulations governing the management of the Company and its Members and matters incidental thereto.
- 1.2 The Regulations contained in Table – F in Schedule I to the Companies Act, 2013 shall apply to the Company subject only to changes and/or amendments expressly incorporated hereinafter, and to the extent the said Regulations are not repugnant to any provisions contained in these Articles.

#### 2. **Interpretation**

- 2.1 Unless the context requires otherwise, all terms and expressions used in these Articles shall have the meaning ascribed to them under the Act, as applicable to the Company.
- 2.2 In the interpretation of these Articles, unless the context requires otherwise, the following terms and expressions shall have the meanings ascribed to them below:

- (a) “Act” means the Companies Act, 2013, including any amendments, re-enactments or other statutory modifications thereof for the time being in force.
  - (b) “Articles” means these Articles of Association of the Company.
  - (c) “Company” means DLL Global Business Services Private Limited.
  - (d) “Board” means board of directors of the Company.
  - (e) “General Meeting” means a duly convened and constituted meeting of the Shareholders of the Company.
  - (f) “Memorandum” means the Memorandum of Association of the Company.
  - (g) “Shareholder” or “Member” means a member whose name is entered in the Register of Members as the holder of the Shares.
  - (h) “Shares” means the ordinary equity shares in the share capital of the Company, unless the context requires otherwise, in which case the term shall also include preference shares.
- 2.3 Words importing the singular shall, where the context admits or requires, include the plural and vice versa.
- 2.4 Words importing the masculine gender shall also include the feminine and the neuter gender and vice versa, as applicable.
- 3. Private Company**
- 3.1 The Company is a private company within the meaning of Section 2(68) of the Act and accordingly:
- (a) The minimum paid up share capital shall be as prescribed under the Act.
  - (b) No invitation shall be issued to the public to subscribe for any securities of the Company.
  - (c) The number of Members of the Company shall be limited to Two Hundred (200), not including persons who are in the employment of the Company, and persons who having been formerly in the employment of the Company, were Members of the Company while in that employment and have continued to be Members after the employment ceased. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this clause, be treated as a single member.
  - (d) The right to transfer Shares of the Company is restricted in the manner as provided in these Articles.
  - (e) The Company shall not invite deposits from persons other than its Members, Directors or their relatives.

#### **4. Share Capital and Variation of Rights**

- 4.1 The authorised share capital of the Company is as stated in the memorandum of association of the Company, with the power to increase and/or reduce its capital, to divide the Shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles and to vary, modify or abrogate any such rights, privileges or conditions only in such manner as may for the time being be provided by these Articles or the Companies Act. The rights of the shareholders shall be determined at the time of issue thereof.
- 4.2 The share capital of the Company may comprise of the following classes:
- 4.2.1 equity share capital:
- 4.2.2 with voting rights; or
- 4.2.3 with differential rights as to dividend, voting or otherwise; and
- 4.2.4 preference share capital; and/or
- 4.2.5 any other kind of capital, whether equity, preference or otherwise, and whether with differential rights as to dividend, voting or otherwise, without the provisions of Sections 43 and/or 47 being applicable to the Company.
- 4.3 The Company may purchase its own shares and specified securities to the full extent and in the manner permitted by the applicable provisions of the Act.

#### **5. Share Certificate**

- 5.1 In partial amendment of clause 2(i)(b) of Table – F, a Member may request several certificates, each for one or more of his Shares, free of cost.
- 5.2 In partial amendment of clause 3(i) of Table – F, certificates in terms of the said clause shall be issued to Member(s) free of cost.

#### **6. Transfer / Transmission of Shares**

- 6.1 Notwithstanding anything to the contrary contained in clauses 19 to 27 of Table – F, the Board may, in their absolute and uncontrolled discretion, decline to register or acknowledge any transfer or transmission of Shares.
- 6.2 The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of Shares made or refused in terms of these Articles.

#### **7. General Meetings**

- 7.1 All general meetings other than an Annual General Meeting shall be called Extraordinary General Meeting.
- 7.2 A General meeting of the Company may be called by giving not less than 7 (Seven) days' notice in writing or by electronic means to all Members whose names appear on the Register of Members at their registered address as appearing in the said Register of Members with the Company whether within or outside India, provided however that with the consent of members holding majority of the voting rights of the Company, a general meeting may be called with shorter notice. The notice shall specify the place,

day and hour of the meeting and shall contain a statement of the business to be transacted thereat. In case of special business, the general nature of that business and other particulars may be given if so desired by the Board.

## 8. **Board of Directors**

8.1 Unless otherwise determined by the Company in a General Meeting, the number of Directors of the Company shall not be less than two and not more than twelve including all kinds of Directors.

(ii) The existing Article no. 9.3 is hereby renumbered as 8.2.

(iii) The existing Articles no. 9.4 to 15.3 are hereby deleted and are replaced by the following Articles:

8.3 The Directors shall not be required to hold any qualification Shares in the Company.

8.4 The Directors shall not be liable to retire by rotation.

8.5 The Shareholders of the Company shall have the power at any time and from time to time, to appoint and remove at the General Meeting of the Company any person as a Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles.

8.6 The Shareholders may appoint an Alternate Director duly recommended for such appointment by a Director (hereinafter called the "Original Director") to act for him during his absence for period of not less than three (3) months (or such period allowed by the Act) from the state in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office as such for a longer period than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the original directorship is terminated. Any provision in the Act or these Articles for the automatic reappointment of retiring Directors shall apply to the Original Director and not to the Alternate Director.

8.7 Subject to applicable provisions of the Act, the above Directors shall hold office unless the Shareholders decide to remove the said Directors. Upon receiving instructions from the Shareholders, the Director would resign without any protest.

8.8 In supersession of clause 65 of Table – F, every director present at any meeting of the Board or of a committee thereof shall sign his name in a register maintained in book or loose leaf form.

## 9. **Remuneration**

The Board shall or a committee thereof may determine the remuneration payable to managers, employees and officers of the Company.

## 10. **General Authority**

Wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case these Articles hereby

authorise and empower the Company to have such right, privilege or authority and to carry on such transactions as have been permitted by the Act without there being any specific regulations in that behalf herein provided.

**11. Borrowing Powers**

11.1 The Board may, from time to time, subject to applicable provisions of the Act and regulations made thereunder and applicable regulatory directives, if any, raise or borrow any sums of money for and on behalf of the Company from the Members or from other persons, companies or banks.

11.2 The Board may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as it thinks fit.

**12. Operation of Bank Accounts**

The Board may nominate one or more Directors and/or any employee of the Company to open bank accounts, to sign either jointly or severally, cheques on behalf of the Company and to operate either jointly or severally all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundis and bills or may authorise any other person or persons to exercise such powers.

**13. Dividend**

In partial amendment of clauses 85(i) and (ii) of Table – F, in addition to the payment modes prescribed therein, dividends may also be paid or credited through electronic/digital means.

**14. Company not to have a Seal**

The Company shall not have a common seal and accordingly, the provisions of clause 79 of Table – F shall not apply.

**Resolved Further that** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board of Directors

Bhusan  
Kumar  
Gupta  
Bhusan Kumar Gupta  
Company Secretary

Digitally signed by  
Bhusan Kumar  
Gupta  
Date: 2023.07.14  
12:32:04 +05'30'

Place: Mumbai  
Date: July 14, 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 Extraordinary 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 July 14, 2023.

#### Explanation to Item Nos. 1 and 2

The Company was incorporated on 12<sup>th</sup> September 2011 with the name 'De Lage Landen Financial Advisory Services Private Limited', to provide financial advisory services. The name of the Company was changed to 'De Lage Landen Financial Services India Private Limited' on August 23, 2012 since the Company wanted to start Financial business/activities. The Company received its Certificate of Registration ("CoR") as a Non-Banking Financial Institution from Reserve Bank of India on May 10, 2013. Thereafter, the Company was involved in the business of providing primarily tractor and harvester loans and equipment loans and financials leases in the Healthcare sector.

From 2022 onwards, the Company stopped sourcing new financing/lending business. During the quarter ended September 2022, the Company assigned its entire loan and financing lease portfolio to a local banking group. Given that the Company had decided not to originate any new financing/lending business and assigned its loan and financial lease portfolio, it applied to the Reserve Bank of India ("RBI") for cancellation of its CoR. RBI vide its order dated June 19, 2023 approved cancellation of Company's CoR.

In accordance with the undertaking submitted by the Company to RBI on December 21, 2022 and with reference to RBI's aforesaid order dated June 19, 2023, the Company *inter alia* is required:

- a. apply to the Registrar of Companies, Ministry of Corporate Affairs for suitably changing its name and industrial activity code, which will not represent carrying out financial business;
- b. amend its Memorandum of Association by deleting clauses related to financial business from its Main objects.

The Company provides support services to entities that are part of DLL Group and will continue to do so. The proposed changes in the Main Objects and Name of the Company comply with the requirements of the aforesaid RBI's order and are consistent with the Company's continuing business activities.

The Board recommends the passing of the Special Resolutions as set out at Item nos. 1 and 2 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives may be deemed to have any concern or interest, financial or otherwise in Item Nos. 1 and 2 of the accompanying Notice.

#### Explanation to Item No. 3

The Company has discontinued its finance/lending activities but is actively engaged in providing support services to companies/entities within the DLL Group. The proposed



amendment to the Articles of Association of the Company will support the continuing business activities of the Company.

The Board recommends the passing of the Special Resolution as set out at Item no. 3 of the Notice

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. 3 of the accompanying Notice.

By Order of the Board of Directors

Bhusan  
Kumar  
Gupta

Digitally signed by  
Bhusan Kumar Gupta  
Date: 2023.07.14  
12:32:31 +05'30'

Bhusan Kumar Gupta  
Company Secretary

Place: Mumbai

Date: July 14, 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, 7<sup>th</sup> 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 Extraordinary General Meeting of the company, to be held on Friday, July 14, 2023 at 1.00 p.m.

at B2-708, 7<sup>th</sup> 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	Special Business: Change in the name of the Company including alteration in Memorandum of Association and Articles of Association of the Company.			
2	Special Business: Change of Objects clause of the Memorandum of Association of the Company.			
3	Special Business: Amendment to the Articles of Association of the Company.			

Signed this \_\_\_<sup>th</sup> day of July 2023

Affix a Revenue Stamp of Re.1
--

\_\_\_\_\_  
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: July 14, 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.

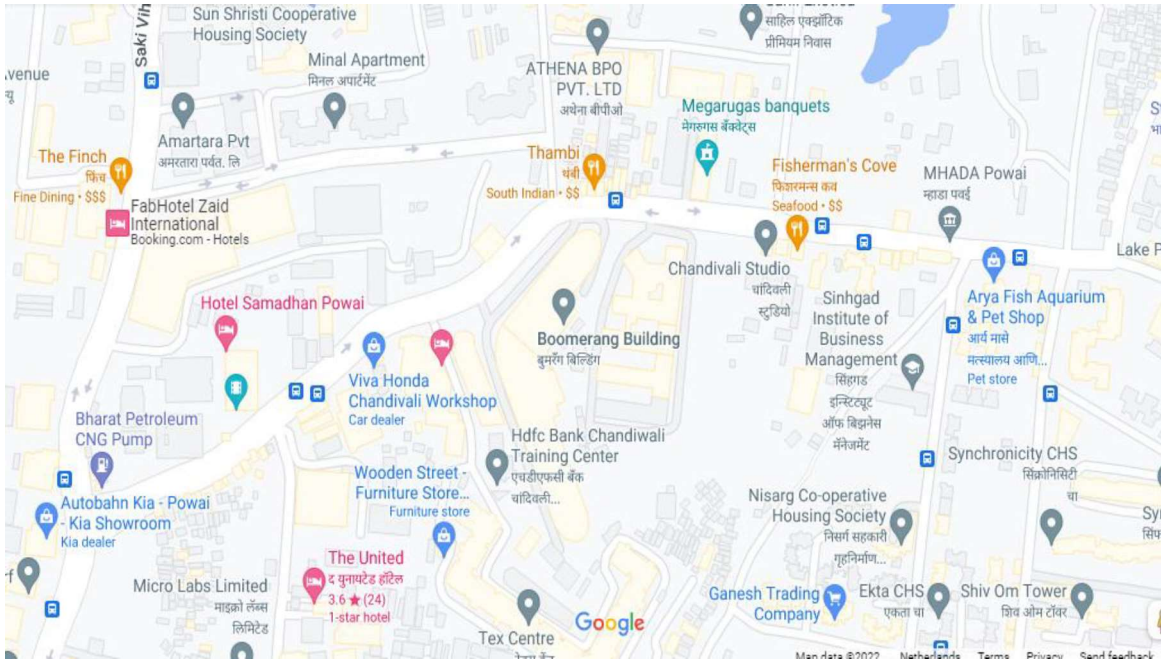
I hereby record my presence at the Extraordinary General Meeting of the Company, held at B2-708, 7<sup>th</sup> Floor, 'B' Wing, Boomerang Co-Operative Premises Society Limited, Saki Naka, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai – 400 072 on Friday, July 14, 2023 at 1.00 p.m.

**Name of the attending Member / Proxy** : \_\_\_\_\_  
(In BLOCK letters)

**Signature of the attending Member / Proxy** : \_\_\_\_\_

### Route Map

B2-708, 7<sup>th</sup> 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, 7<sup>th</sup> Floor, 'B' Wing,

Boomerang Co-Operative Premises Society Limited,

Saki Naka, Chandivali Farm Road, Near Chandivali Studio,

Andheri (East), Mumbai – 400072, India

Telephone +91 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.