

### Notice

**NOTICE** is hereby given that the Fifth 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 Thursday, June 30, 2016 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, 2015 up to March 31, 2016, including the audited Balance Sheet as at March 31, 2016, 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 Tenth Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139(8) read with Section 140(4) of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), approval be and is hereby accorded to the appointment of M/s Price Waterhouse Chartered Accountants LLP, having Firm Registration No: 012754N/N500016 allotted by The Institute of Chartered Accountants of India ("ICAI") by the Board of Directors of the Company to hold office as the Auditors of the Company, up to the Fifth Annual General Meeting of the Company in the casual vacancy arising out of the resignation by M/s. B S R & Co. LLP, Chartered Accountants, Mumbai, having registration No. 101248W allotted by ICAI as the Company's Auditors;

**RESOLVED FURTHER THAT** pursuant to Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee of the Board, M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, having Firm Registration No: 012754N/N500016 allotted ICAI be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of the Fifth Annual General Meeting for a term of five consecutive years till conclusion of the Tenth Annual General Meeting (subject to, if required by the Act or any Rules thereunder from time to time, ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix the remuneration of M/s Price Waterhouse Chartered Accountants LLP 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 Adrian Warren Clive Leach (DIN 07355968) 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. Adrian Warren Clive Leach (DIN 07355968) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on December 11, 2015 and whose term of office expires at this Annual General Meeting but who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company, not liable to retire by rotation”.

By Order of the Board of Directors



Dhananjay Barve  
Director & Head - Legal, Compliance  
and Company Secretary

Place: Mumbai

Date: June 28, 2016



**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.

## **STATEMENT RELATING TO ITEM NO. 2 OF THE NOTICE**

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, of a resolution proposing the appointment of M/s Price Waterhouse Chartered Accountants LLP as the Company’s Auditors in terms of Section 139(8) read with Section 140(4) of the Act in the casual vacancy created by the resignation of M/s B S R & Co. LLP. As required by the relevant Rules, the Company gave notice of this resolution to the members. The Company’s Board of Directors, based on the recommendation received from the Audit Committee, appointed M/s Price Waterhouse Chartered Accountants LLP as the Company’s Auditors in terms of Section 139(8) of the Act at its meeting held on June 28, 2016, to hold office up to this Annual General Meeting (“AGM”). As required by Section 139(8) of the Act, members are requested to approve the Board’s decision in this regard. Members are also requested to appoint M/s Price Waterhouse Chartered Accountants LLP as the Company’s Auditors for a five year term from the conclusion of this Fifth AGM up to the conclusion of the Tenth AGM. Members will also be requested to authorize the Board of Directors to fix the remuneration of M/s Price Waterhouse Chartered Accountants LLP 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 Ordinary 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 June 28, 2016.

#### **Explanation to Item No. 3**

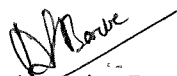
Mr. Adrian Warren Clive Leach (DIN 07355968) was appointed as an Additional Director of the Company with effect from December 11, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Leach holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director.

Mr. Leach serves as Executive Vice President, Asia Pacific for the DLL group 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 in the Item no. 3 of the Notice for the appointment of Mr. Leach as a Director, not liable to retire by rotation.

Except Mr. Leach 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



Dharamanjay Barve  
Director & Head - Legal, Compliance  
and Company Secretary

Place: Mumbai  
Date: June 28, 2016

**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 the 30<sup>th</sup> day of June, 2016 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, 2016			
2	Ordinary Business: Appointment of M/s Price Waterhouse Chartered Accountants LLP as the auditors of the Company			
3	Special Business: Appointment of Adrian Warren Clive Leach (DIN 07355968) as a Director			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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: June 30, 2016

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 Thursday, June 30, 2016 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

