

Notice

NOTICE is hereby given that the Fourth Annual General Meeting of the members of the Company will be held at 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 on Monday June 29, 2015 at 11.00 am to consider and transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Profit & Loss Account of the Company for the period from April 1, 2014 up to March 31, 2015 and the Balance Sheet as at March 31, 2015 together with the reports of the Directors and Auditors thereon.
2. To ratify the appointment of Auditors and fix their remuneration.

SPECIAL BUSINESS

3. Approval to borrow

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 180(1)(c) of the Companies Act, 2013 and any other provisions as may be applicable, the Board of Directors of the Company is hereby authorized to borrow money from time to time, at its discretion, from such lenders and institutions including banks, non-bank finance companies and other persons or entities, by way of loans, working capital facility, leases, by issuing debentures, commercial paper, bonds or other debt/subordinated debt instruments or securities, and on such terms and conditions as may be deemed fit by the Board of Directors, subject to the condition that all such loans and facilities follow the Group Funding Policy, from time to time in effect, such that the money to be borrowed together with money already borrowed and outstanding at any given point in time (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed an aggregate ceiling of Rs. 400,00,00,000/- (Rupees Four Hundred crores only).

Resolved further that any one of the Directors and Mr. Dhananjay Barve, Director & Company Secretary be severally authorized to submit the necessary e-Forms and any other documents as may be required under the provisions of the Companies Act, 2013 with the Registrar of Companies, Maharashtra, Mumbai.”

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.dllgroup.com

DLL (De Lage Landen) has offices in more than 35 countries throughout Europe, North America, South America, Australia and Asia. The company is part of the Rabobank Group.

4. Approval to avail of credit facility(ies) of up to Rs. 60 crores from Rabobank International, India branch

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 188(1) of the Companies Act, 2013 and any other provisions as may be applicable, the Board of Directors of the Company is hereby authorized to borrow money from Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., India branch by way of loans, working capital facility, leases, by issuing debentures, commercial paper, bonds or other debt/subordinated debt instruments or securities or in any other form or manner, and on such terms and conditions as may be deemed fit by the Board of Directors, subject to the condition that all such loans and facilities follow the Group Funding Policy, from time to time in effect, up to an amount of Rs.60,00,00,000/- (Rupees Sixty crores only).

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may deem to be necessary and to delegate such of its powers as it may deem to be necessary to give effect to this resolution.”

5. Approval to avail of credit facility(ies) of up to Rs. 80 crores from Rabo India Finance Limited

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 188(1) of the Companies Act, 2013 and any other provisions as may be applicable, the Board of Directors of the Company is hereby authorized to borrow money from Rabo India Finance Limited by way of loans, working capital facility, leases, by issuing debentures, commercial paper, bonds or other debt/subordinated debt instruments or securities or in any other form or manner, and on such terms and conditions as may be deemed fit by the Board of Directors, subject to the condition that all such loans and facilities follow the Group Funding Policy, from time to time in effect, up to an amount of Rs.80,00,00,000/- (Rupees Eighty crores only).

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may deem to be necessary and to delegate such of its powers as it may deem to be necessary to give effect to this resolution.”

6. Approval to enter into a Service Agreement with De Lage Landen Pte Limited

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 188(1) of the Companies Act, 2013 and any other provisions as may be applicable, the Board of Directors of the Company is hereby authorized to enter into a service agreement with De Lage Landen Pte Limited and to terminate the existing service agreement with De Lage Landen Pte Limited.

Resolved further that the Board of Directors be and is hereby authorized to negotiate the terms and conditions of the service agreement and termination agreement, and to do all such acts, deeds, matters and things as it may deem to be necessary and to delegate such of its powers as it may deem to be necessary to give effect to this resolution.”

By Order of the Board of Directors



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

Place: Mumbai

Date: June 13, 2015

Notes:

1. The 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 A PROXY 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 DULY COMPLETED, NO LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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 13, 2015.

Explanation to Item No. 3

The Company will expand its business activities by extending credit, leasing facilities to its customers in keeping with its business plans. The Company plans to fund its credit / leasing / lending activities through a judicious mix of debt and equity. Members' approval is being sought to empower the Board to borrow as needed from time to time, from such lenders, and on such terms as the Board may deem fit. The Board commends this resolution to the members.

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.

Explanation to Item No. 4

The Company intends to avail of credit facilities from Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A. (CCRB), India branch, a related party, to support the Company's credit / leasing / lending activities. Particulars required to be included in the Explanatory Statement as per Companies (Meetings of Board and its Powers) Rules, as amended, are set out below.

Name of the related party	Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A. (CCRB), India branch ("Rabobank International, India branch"). CCRB is the ultimate holding company of the Company.
Name of director or key managerial personnel who is related, if any	None
Nature of relationship	Not applicable
Nature, material terms, monetary value and particulars of the contract or arrangement	Credit facility of up to Rs. 60 crores Term/maturity: One year (to be renewed every year) Rate of Interest: not exceeding 12% per annum
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board commends this resolution to the members.

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. 4 of the accompanying Notice. Nor do any Director, Key Managerial Personnel or their relatives own 2 per cent or more of the paid-up share capital of Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A.

Explanation to Item No. 5

The Company intends to avail of credit facilities from Rabo India Finance Limited, a related party, to support the Company's credit / leasing / lending activities. Particulars required to be included in the Explanatory Statement as per Companies (Meetings of Board and its Powers) Rules, as amended, are set out below.

Name of the related party	Rabo India Finance Limited, a fellow subsidiary of the Company
Name of director or key managerial personnel who is related, if any	None
Nature of relationship	Not applicable
Nature, material terms, monetary value and particulars of the contract or arrangement	Credit facility of up to Rs.80 crores Term/maturity: up to 5 years Rate of Interest: not exceeding 12% per annum
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board commends this resolution to the members.

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. 5 of the accompanying Notice. Nor do any Director, Key Managerial Personnel or their relatives own 2 per cent or more of the paid-up share capital of Rabo India Finance Limited.

Explanation to Item No. 6

The Company intends to terminate the existing service agreement with De Lage Landen, Singapore and enter into a fresh service agreement with De Lage Landen Pte Limited for availing services and facilities in the nature of Regional Asia Office support. Particulars required to be included in the Explanatory Statement as per Companies (Meetings of Board and its Powers) Rules, as amended, are set out below.

Name of the related party	De Lage Landen Pte Limited, Singapore
Name of director or key managerial personnel who is related, if any	Franciscus Johannes Hubertus Maria Janssen
Nature of relationship	Franciscus Johannes Hubertus Maria Janssen, a Director of the Company is also a director of De Lage Landen Pte Limited
Nature, material terms, monetary value and particulars of the contract or arrangement	The proposed service agreement provides for the availing of services and facilities in the nature of Regional Asia Office support. The

	<p>service agreement shall be for an indefinite period, unless amended or terminated by the parties as per the terms of the agreement. The agreement does not contain definite Service Fee values; as per the agreement the Company shall pay the Regional Asia Office, a contribution based on the cost by applying a standard allocation key of portfolio size and offsetting any costs incurred by the Company for the payments made for and on behalf of the Regional Asia Office (to the extent permitted under law).</p>
<p>Any other information relevant or important for the members to take a decision on the proposed resolution</p>	<p>None</p>

The Board commends this resolution to the members. Drafts of the proposed termination agreement and service agreement may be inspected at the Company's registered office from 3 p.m. to 5 p.m. on all working days from the date of this Notice, up to and including the day of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Franciscus Johannes Hubertus Maria Janssen may be deemed to have any concern or interest, financial or otherwise in Item No. 6 of the accompanying Notice. Nor do any Director, Key Managerial Personnel or their relatives own 2 per cent or more of the paid-up share capital of De Lage Landen Pte. Limited, Singapore. Mr. Janssen may be deemed to be interested in Item No. 6 of the accompanying Notice in his capacity as a director of De Lage Landen Pte. Limited, Singapore.

By Order of the Board of Directors



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

Place: Mumbai
 Date: June 13, 2015