



Deutsche Investments India Private Limited
Block B1, Nirlon Knowledge Park
Western Express Highway
Goregaon (E), Mumbai 400 063

Tel + 91 (22) 7180 3783 / 85 / 86 / 97
Fax + 91 (22) 7180 3799

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of Deutsche Investments India Private Limited (the Company) will be held on Thursday, September 7, 2023 at 10:00 A.M. IST at Dandeli Meeting Room, 14th Floor, The Capital, C-70, G Block, Bandra Kurla Complex, Mumbai- 400051 to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and if thought fit, adopt the Audited Balance Sheet of the Company as at March 31, 2023; the Audited Statement of Profit and Loss of the Company for the year ended on that date along with the Schedules and Notes annexed thereto together with Reports of the Auditor's and the Directors' thereon.
2. To confirm the dividend of INR 1.78/- per share on 5,28,85,000 Equity Shares of INR 10/- (Rupees Ten only) of the Company paid for the Financial Year 2022-23.

SPECIAL BUSINESS

3. To consider, and if thought fit pass, with or without modification, the following resolution as an Ordinary Resolution for appointment of Mr. Manu Sharma (DIN: 09744923) as a Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act 2013 read with the Articles of Association of the Company, Mr. Manu Sharma (DIN: 09744923), who was appointed as an Additional Director of the Company with effect from October 27, 2022 to hold office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company in accordance with provisions of Section 152 read with the Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to execute and arrange submission of the e-filing of Form No. DIR-12 with the Registrar of Companies in relation to the said appointment and to take all such actions as may be necessary in this regard."

4. To consider, and if thought fit pass, with or without modification, the following resolution as a Special Resolution for alteration of Articles of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with the applicable rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of



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Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulation, 2021 read with Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of approval from such statutory authority as may be deemed essential and to the extent necessary, consent of the members of the Company be and is hereby accorded to alter the Articles of Association ('AoA') of the Company by way of insertion of the following clause 54A post existing clause 54 to Chapter XI of AOA of the Company:

"Pursuant to the provisions of Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company shall appoint as a Director on the Board of the Company / remove and appoint another Director in his place or in the place of a Director so appointed who resigns, a person as may be nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993. Any such appointment/ removal shall be made in writing, signed by the authorized signatory of the Debenture Trustee(s) and served at the office of the Company."

RESOLVED FURTHER THAT for the purpose of effectiveness of this resolution, any one of the Director on the Board of the Company or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, things as may be deemed necessary, proper, expedient, desirable including but not limited to:

- i. finalize, settle and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s), as may be deemed fit in this regard;
- ii. filing of such necessary e-forms with the office of Registrar of Companies, Maharashtra, Mumbai in connection with or otherwise in relation to the aforesaid amendment of the Articles of Association of the Company;
- iii. issue/ furnish a Certified True Copy of this resolution under their signature (by hand or digitalized) to such concerned persons/ parties/ authorities, as may be deemed fit, from time to time and they be requested to act accordingly."

By order of the Board of Directors
For **DEUTSCHE INVESTMENTS INDIA PRIVATE LIMITED**

ANJALLEE
JAYPAL PAATIL

Digitally signed by
ANJALLEE JAYPAL PAATIL
Date: 2023.08.10 16:04:43
+05'30'

Anjallee Jaypal Paatil
Director
DIN: 00643278



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Dated this **August 10, 2023**

Place: Mumbai

REGISTERED OFFICE:

Block B1, Nirlon Knowledge Park
Western Express Highway
Goregaon (E), Mumbai 400 063

CIN: U65923MH2005PTC153486

Tel No. 022- 7180 3786

Email ID: Corporatesec.India@db.com



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Notes:

1. **A member entitled to attend and vote at the Annual General Meeting ('the Meeting') is entitled to appoint, one or more proxies, to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**
2. A person can be appointed as proxy for maximum 50 members holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing the proxy should, be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. Proxy Form in Form MGT-11 is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Shareholders/ Proxy (ies) are requested to submit the duly filled in and signed Attendance Slip at the entrance of the venue of the Meeting. Form of Attendance Slip is annexed hereto.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Businesses to be transacted at the Meeting is annexed hereto.
7. Relevant documents referred to in the accompanying Notice and Explanatory Statement along with the Register of Directors and Key Managerial Personnel and their shareholding and the Register of contracts or arrangements in which directors are interested are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to and including the date of the Meeting.
8. The route map for reaching the venue of the Meeting is annexed hereto.



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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act')

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3: Appointment of Mr. Manu Sharma (DIN: 09744923), as a Director of the Company

Mr. Manu Sharma (DIN: 09744923), was appointed as an Additional Director of the Company with effect from October 27, 2022 to hold office up to the date of this Annual General Meeting and is eligible for being appointed as a Director of the Company.

Pursuant to the provisions of Section 152 of Companies Act, 2013, the Company is required to seek the approval of the shareholders for the appointment of Mr. Manu Sharma to the office of Director of the Company.

Apart from Mr. Manu Sharma, none of the persons specified in Section 102 of the Companies Act, 2013 namely the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution related to appointment of Mr. Manu Sharma as a Director of the Company for approval by the shareholders of the Company.

As required by Secretarial Standards-2, disclosures pertaining to the appointment of director of the Company are as under:

Name of the Director	Mr. Manu Sharma
Date of Birth	18/05/1978
Date of Appointment on the Board	October 27, 2022
Qualifications	- Chartered Accountant, ICAI - CAIIB, Indian Institute of Banking - DISA, ICAI - BCom (Hons) – Delhi university
Experience and nature of his expertise	Banking professional with more than 20 years of experience in BFSI sector. Managing a team of 15 across legal entities (Bank/NBFC) with core expertise in handling complex operations, Internal audit & compliance, Operational Risk management, Business Process Evaluation,



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	Outsourcing Governance & Project Management.
Terms/Conditions of appointment	As approved by the board and as per the provisions of the Companies Act, 2013 and rules made thereunder
Details of remuneration sought to be paid	NIL in the capacity of Non-Executive Director
Remuneration last drawn	NIL in the capacity of Non-Executive Director
Shareholding in the Company	NIL
Relationship with other Directors and Key Managerial Personnel	Not Applicable
Number of meetings of Board attended during the financial year 2022-23	Two
Directorship held in other Public Company as on March 31, 2023	None
Other Chairmanships/ Memberships of Committees of Companies that he is director of (other than Deutsche Investments India Private Ltd)	None

Item No. 4: Alteration of Articles of Association of the Company

Members may note that in accordance with the provisions of Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular SEBI/HO/DDHS/POD1/P/CIR/2023/112 dated July 04, 2023 and Chapter XXIII of the SEBI Circular SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021, an Issuer Company having its Non-Convertible Security listed on any of the Stock Exchange is required to have a provision in its Articles of Association (AOA) with respect to the requirement for the Board of Directors (“the Board”) to appoint such person as may be nominated by the Debenture Trustee (DT) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, which grants a power to the DT to appoint a nominee director on the Board of the company in the event of:

- i. two consecutive defaults in payment of interest to the debenture holders; or
- ii. default in creation of security for debentures; or
- iii. default in redemption of debentures.

The Company being a debt listed Company having its Non-Convertible Debentures (“NCDs”) listed on the National Stock Exchange of India Limited (“NSE”) is required to have its AOA altered accordingly in



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accordance with the provisions of the aforesaid SEBI Regulations and circulars issued thereunder. Hence, it is proposed to alter the AOA of the Company by way of insertion of the following clause 54A post existing clause 54 to Chapter XI of AOA of the Company:

“Pursuant to the provisions of Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company shall appoint as a Director on the Board of the Company / remove and appoint another Director in his place or in the place of a Director so appointed who resigns, a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993. Any such appointment/ removal shall be made in writing, signed by the authorized signatory of the Debenture Trustee(s) and served at the office of the Company.”

Further, in terms of the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules frames thereunder (including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereof for the time being in force), the aforesaid alteration proposed to the AOA of the Company shall require members' approval by way of passing a Special Resolution at the meeting of members of the Company.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set out at Item No. 4 as a Special Resolution for approval by the members of the Company.

By order of the Board of Directors
For **DEUTSCHE INVESTMENTS INDIA PRIVATE LIMITED**

ANJALLEE
JAYPAL
PAATIL

Digitally signed by
ANJALLEE JAYPAL
PAATIL
Date: 2023.08.10
16:05:20 +05'30'

Anjallee Jaypal Paatil
Director
DIN: 00643278

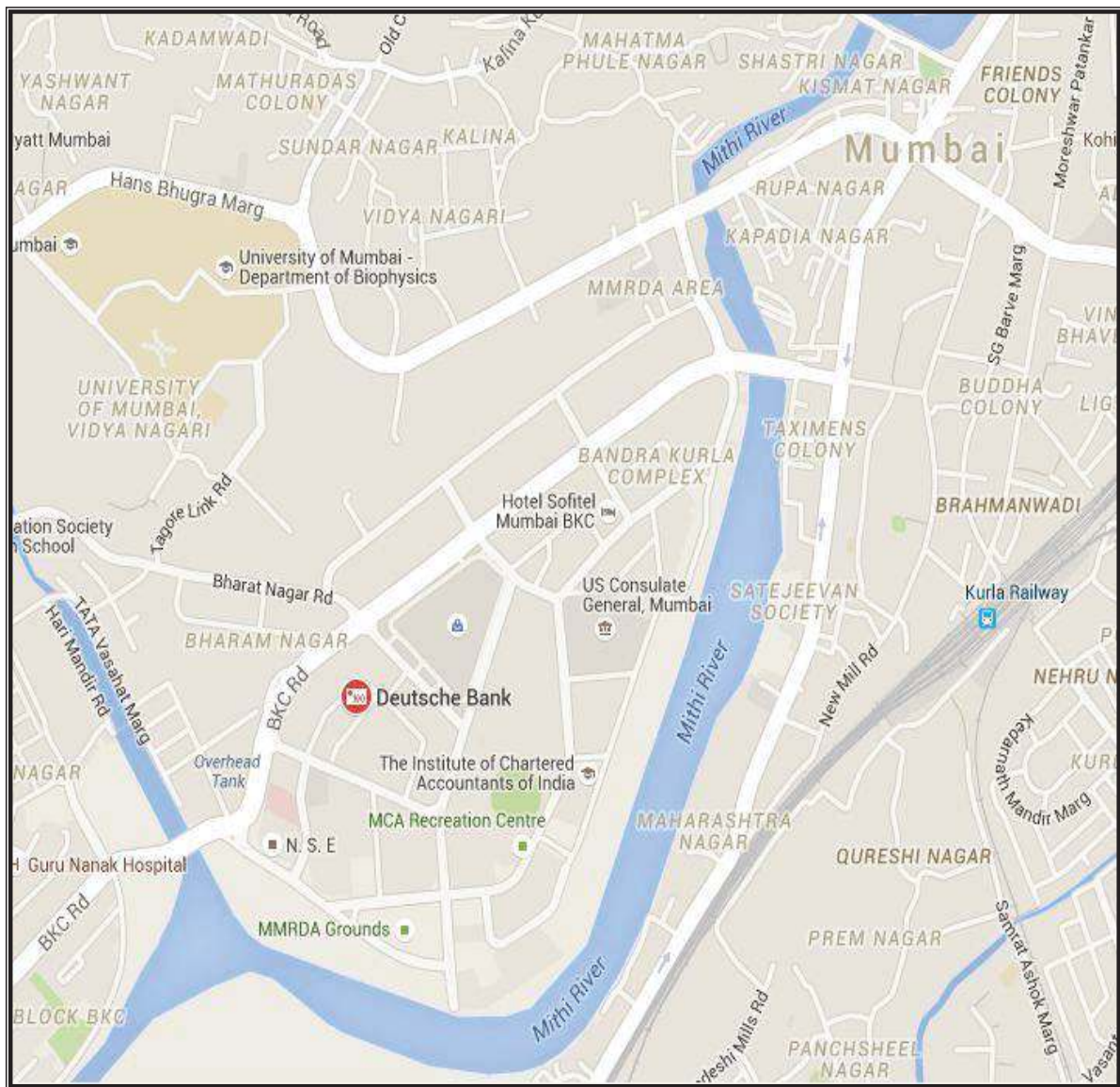
Dated this August 10, 2023
Place: Mumbai



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**ROUTE MAP FOR THE VENUE OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS OF DEUTSCHE INVESTMENTS INDIA PRIVATE LIMITED**



LANDMARK – Near ICICI Bank



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FORM NO. MGT – 11
PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

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 the Company Deutsche Investments India Private Limited hereby appoint:

1. Name:

Address:

E-mail Id:

Signature: _____ or failing him/her;

2. Name:

Address:

E-mail Id:

Signature: _____ or failing him/her;



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3. Name:

Address:

E-mail Id:

Signature: _____ or failing him/her;

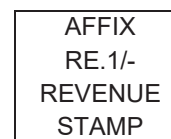
as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the **Eighteenth Annual General Meeting** of the Company to be held on Thursday, September 7, 2023 at 10:00 A.M. IST at Dandeli Meeting Room, 14th Floor, The Capital, C-70, G Block, Bandra Kurla Complex, Mumbai- 400051 and at any adjournment thereof in respect of resolutions, as indicated below:

- 1) Adoption of the Audited Balance Sheet of the Company as at March 31, 2023; the Audited Statement of Profit and Loss of the Company for the year ended on that date along with the Schedules and Notes annexed thereto together with Reports of the Auditor's and the Directors' thereon.
- 2) Confirm the dividend of INR 1.78/- per share on 5,28,85,000 Equity Shares of INR 10/- (Rupees Ten only) of the Company paid for the Financial Year 2022-23.
- 3) Appointment of Mr. Manu Sharma (DIN: 09744923) as a Director of the Company.
- 4) Alteration of Articles of Association of the Company.

Signed this day of, 2023.

Signature of shareholder(s): _____

Signature of Proxy holder(s): _____



Note: Proxy form to be effective, should be submitted at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of aforesaid Annual General Meeting.



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**ENTRANCE PASS/ ATTENDANCE SLIP
FOR THE EIGHTEENTH ANNUAL GENERAL MEETING
(To be presented at the entrance)**

I/We certify that I am a shareholder/Proxy for the shareholder of the Company.

I/We hereby record my/our presence at the Eighteenth Annual General Meeting of the Company held on Thursday, September 7, 2023 at 10:00 A.M. IST at Dandeli Meeting Room, 14th Floor, The Capital, C-70, G Block, Bandra Kurla Complex, Mumbai- 400051 and/or any adjournment thereof.

Name(s) of member(s) (including joint-holders, if any)	
Registered address of the sole/first named shareholder	
Registered Folio No./ Client ID	
DP ID <i>Applicable to shareholders holding shares in dematerialized form</i>	
No. of shares held	

Name of the Shareholder/ Proxy.....

Signature of the Shareholder/ Proxy present