



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 EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF DEUTSCHE INVESTMENTS INDIA PRIVATE LIMITED (THE COMPANY) FOR THE FINANCIAL YEAR 2022-23 WILL BE HELD AT A SHORTER NOTICE ON TUESDAY, JANUARY 31, 2023 AT 11.00 A.M. (IST) AT DANDELI MEETING ROOM, 14TH FLOOR, THE CAPITAL, C-70, G BLOCK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Alteration of Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, 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) (hereinafter referred to as “the Act”) and in accordance with the provisions of the Articles of Association of the Company and subject to the approvals of Ministry of Corporate Affairs, Government of India and such other requisite approvals, if any, consent of the members of the Company be and is hereby accorded to amend the Memorandum of Association of the Company by insertion of the following new clauses, after clause III (A) 2., in the form of Clause III. (A) 3 to Clause III (A) 7 as part of the Main Objects of the Company, as under:

- ‘3. *To carry on and engage in business as a primary dealer in the Government securities market for investing, acquiring / taking, holding, dealing, underwriting, sub underwriting or otherwise deal in converting stocks and shares and securities of all kinds including but not limited to debentures (whether convertible or not), debenture stocks, bonds, preference shares, fixed deposits, depository receipts, notes, units, warrants, obligations, negotiable instruments, options, futures and forwards, other derivative products, money market instruments, debt instruments, fixed income instruments and instruments of every kind or description issued or guaranteed by any Government, State, Dominion, Sovereign Body, Commission, public body or authority, company or body corporate, whether incorporated or not, any person or association and generally for securities of association and generally for securities of every kind or description on account of clients or on its own behalf on anyone or more of the recognized Stock/Commodity Exchanges, clearing houses or otherwise.*
4. *To deal and trade in interest rate derivatives, exchange traded derivatives, swaps and other kinds of derivative products. Provide broking services in Government securities. Dealing and underwriting in corporate/public sector unit/FI bonds/debentures and other securities. Lending in the Call/Notice/Term/Repo/CBLO market. Investment in commercial papers. Investment in Certificates of deposit. Investment in security receipts issued by securitization companies/reconstruction companies, asset backed securities, mortgage backed securities and such other securities. Investment in debt mutual funds where the entire corpus is invested in debt securities or such other Mutual Funds as may be permitted from time to time.*



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5. *To sponsor such eligible companies, tradeable securities and commodities as may be thought fit on any Exchanges whether in or outside India and to initially place securities, stock/commodities act as market maker and dealer and do all such things as may be necessary, permitted or advisable to do.*
6. *Subject to the permission of Reserve Bank of India and other authorities where required, to act as foreign exchange dealer/broker and to buy, sell or otherwise deal in all kinds of foreign currencies, foreign currency options, forward covers, swaps of all kinds and to transact for itself or on behalf of any person, body corporate, company, society, firm or association of persons whether incorporated or not, in foreign currencies.*
7. *To render custodial, clearing and depository services in respect of any type of securities & commodities and to do all such things as may be advised, remitted and required for related activities permissible under relevant regulations.'*

RESOLVED FURTHER THAT for the purpose of effectiveness of this resolution, any of the Directors or the Company Secretary of the Company be and are 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(s) of the Memorandum of Association and 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**

Abhishek Bansal
Director
DIN: 09468755



Dated this **January 27, 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 EGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the company. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other member.
2. 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.
3. The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, setting out the material facts concerning each item of Special business to be transacted at the EGM of the Company has been annexed thereto and forms part of the notice.
4. 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.
5. Consent to hold the EGM at a Shorter notice is attached herewith. Members are requested to share, by email at corporatesec.india@db.com from their registered e-mail ID, a duly signed copy of the same before the meeting time.
6. Corporate Members intending to appoint authorized representatives to attend the meeting, pursuant to Section 113 of the Act, are requested to send a certified copy of the Board Resolution /Power of Attorney/ Letter of appointment to the Company authorizing their representative to attend and vote on their behalf at the meeting, by email at corporatesec.india@db.com from their registered e-mail ID latest by Tuesday, January 31, 2023 (upto 11.00 A.M. IST).
7. Queries proposed to be raised at the EGM may be sent to the Company on corporatesec.India@db.com. This will enable the management to compile the relevant information to reply the same in the meeting.
8. 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.
9. 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:

Alteration of Object clause of the Memorandum of Association of the Company

Due to the de-recognition by ESMA (European Securities and Markets Authority) of the Indian CCPs (Central Counterparty) viz. CCIL, NSE Clearing, BSE Clearing effectively from April 01, 2023, EU bank branches in India will not be able to directly clear/ settle their trades through any Indian CCPs not recognised by ESMA however, an Indian subsidiary can, provide these clearing / settlement services without this recognition. Although, Indian Regulators have been in discussions with ESMA on the renewal of the existing MOU, there is a possibility that the MOU is not renewed / signed before the deadline of 30 April 2023. In the event of India TC-CCPs continue to be not recognised by ESMA by the end of the transition period, regular clearing and settlement related activities in securities market undertaken by DBAG India will get impacted. In order to minimize the above impact and maintain current business, DBAG India proposes to surrender its Primary Dealer License in DBAG and simultaneously apply for a Primary Dealer license in DIPL. Further, DIPL also proposes to offer certain custodial and clearing services to DBAG and DBAG clients. For this purpose, DIPL would require Primary Dealer (PD) license from RBI and a license as a Custodian under the SEBI (Custodian) Regulations, 1996.

In view of the above, the Board of Directors of the Company have approved and recommended to the shareholders the alteration of the objects clause of the Memorandum of Association by inserting the below clauses pertaining to PD and Custodian business in order to enable the Company to carry out the said lines of business activities:

- '3. *To carry on and engage in business as a primary dealer in the Government securities market for investing, acquiring / taking, holding, dealing, underwriting, sub underwriting or otherwise deal in converting stocks and shares and securities of all kinds including but not limited to debentures (whether convertible or not), debenture stocks, bonds, preference shares, fixed deposits, depository receipts, notes, units, warrants, obligations, negotiable instruments, options, futures and forwards, other derivative products, money market instruments, debt instruments, fixed income instruments and instruments of every kind or description issued or guaranteed by any Government, State, Dominion, Sovereign Body, Commission, public body or authority, company or body corporate, whether incorporated or not, any person or association and generally for securities of association and generally for securities of every kind or description on account of clients or on its own behalf on anyone or more of the recognized Stock/Commodity Exchanges, clearing houses or otherwise.*
4. *To deal and trade in interest rate derivatives, exchange traded derivatives, swaps and other kinds of derivative products. Provide broking services in Government securities. Dealing and underwriting in corporate/public sector unit/FI bonds/debentures and other securities. Lending in the Call/Notice/Term/Repo/CBLO market. Investment in commercial papers. Investment in Certificates of deposit. Investment in security receipts issued by securitization companies/reconstruction companies, asset backed securities, mortgage backed securities and such other securities. Investment in debt mutual funds where the entire corpus is invested in debt securities or such other Mutual Funds as may be permitted from time to time.*



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5. *To sponsor such eligible companies, tradeable securities and commodities as may be thought fit on any Exchanges whether in or outside India and to initially place securities, stock/commodities act as market maker and dealer and do all such things as may be necessary, permitted or advisable to do.*
6. *Subject to the permission of Reserve Bank of India and other authorities where required, to act as foreign exchange dealer/broker and to buy, sell or otherwise deal in all kinds of foreign currencies, foreign currency options, forward covers, swaps of all kinds and to transact for itself or on behalf of any person, body corporate, company, society, firm or association of persons whether incorporated or not, in foreign currencies.*
7. *To render custodial, clearing and depository services in respect of any type of securities & commodities and to do all such things as may be advised, remitted and required for related activities permissible under relevant regulations."*

In accordance with the provisions of the Act read with Articles of Association of the Company, Shareholder's approval by way of passing of a Special Resolution is required in order to effect the said alteration to Object clause of MoA. Hence, the resolution is put up before you for seeking your approval as a Special Resolution.

Copy of the draft altered MoA and all other required documents of the Company are available for inspection at the Registered Office of the Company on working days during office hours till the date of the EGM.

Members are therefore requested to consider and grant their consent to the Special Resolution as set out in this notice.

None of the Directors / Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution.

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

Abhishek Bansal
Director
DIN: 09468755



Dated this **January 27, 2023**
Place: Mumbai



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ROUTE MAP FOR THE VENUE OF THE FIRST EXTRA-ORDINARY 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;

3. Name:

Address:

E-mail Id:

Signature: _____ or failing him/her;



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as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the **Extra-Ordinary General Meeting (01/2022-23)** of the Company to be held on Tuesday, January 31, 2023 at 11.00 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. Alteration of Object Clause of the Memorandum 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 EXTRA-ORDINARY 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 Extra-Ordinary General Meeting (01/2022-23) of the Company held on Tuesday, January 31, 2023 at 11.00 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