

DVD & ASSOCIATES

Company Secretaries

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF JOHN DEERE FINANCIAL INDIA
PRIVATE LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023.**

We, DVD & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided John Deere Financial India Private Limited ("the Debt Listed Private Company"). The company is listed at BSE Limited.
- (b) the filings/ submissions made by the listed entity to the stock exchanges.
- (c) website of the listed entity is updated as per the provisions of Listing Regulations,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 ("**Review Period**") in respect of compliance with the provisions of:

- I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under;
- II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



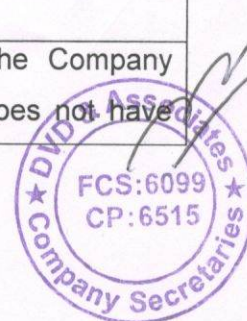
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable during the review period]**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **[Not applicable during the review period]**;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable during the review period]**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable during the review period]**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, during the Review Period:

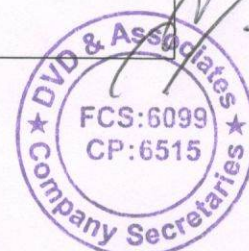
- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under which are applicable for the Company except in respect of matters specified in **ANNEXURE A** to this report:
- b. The listed entity was not required to take any actions to comply with the observations made in previous reports as there were no observations in the previous Report:
- c. We further affirm on the basis of the information received and examination of various documents as required by the circulars issued by Stock Exchanges:



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NA
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	NA
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	NA
4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5	<u>To examine details related to Subsidiaries of listed entities:</u>	NA	The Company does not have

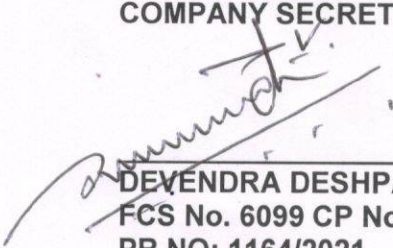


	(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries		any subsidiary,.
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	NA
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	NA
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with	Yes	NA



	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>The Company has received notices from BSE in respect of the specific non compliances and the Company has replied to them satisfactorily.</p> <p>No other actions have been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. – No except the details of notices received and action taken thereon.</p>	Yes	The details of the notices received and the actions taken are mentioned in ANNEXURE A to this report.
12	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	NA

FOR DVD & ASSOCIATES
COMPANY SECRETARIES

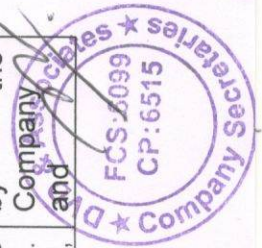

DEVENDRA DESHPANDE
FCS No. 6099 CP No. 6515
PR NO: 1164/2021



Place: Pune
Date: 24.04.2023
UDIN: F006099E000172782

ANNEXURE A

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount (including GST)	Observations/ (Regulations/ Remarks of the Practicing Company Secretary	Management Response	Remark
01	SEBI (LODR) Regulations, 2015	Regulation 50(2)	NA	BSE	Penalize	Delay in furnishing intimation about meeting of shareholders or holders of non-convertible securities.	5900/-	Company paid the penalty amount.	As per company law notice has to be submitted to shareholders 21 days prior to AGM. AGM was on 26th July 22, hence due date to submit notice was 5th July 22. We circulated the notice on 4th July 2022 and tried to submit on same day but were able to intimate the exchange on 5th July 2022. As per LODR interpretation notice has to go to exchange on same day when shared to Shareholders	The required penalty has been paid by the Company and therefore there is no further action required.
02	SEBI (LODR) Regulations, 2015	Regulation 53(2)	NA	BSE	Penalize	Non-submission of annual report within the period prescribed under this	25,960/-	Company paid the penalty amount.	The company had taken stand to submit Annual Report post AGM, however as per LODR we need to submit it on same day of sending notice i.e. 4th July 2022. However,	The required penalty has been paid by the Company and



03	SEBI (LODR) Regulations, 2015	Regulation 52(4)	NA	BSE	Penalize	Non-disclosure of line items prescribed under Regulation 52(4) along with the half yearly / annual financial results	34220/-	BSE Waived Off the Penalty	All the necessary disclosures in financials are made from our end. We have written follow up emails to exchange to reverse the fines. However, there is no confirmation on the same. Penalty was waived off by BSE.	on being aware about the provisions we submitted the same on 15th July 2022 prior to AGM. There was delay and hence, fine was expected. But the fine levied is for 29days , we are liable to pay only for 11 days as we were delayed in submitting by 11 days only. Accordingly, BSE considered this view and agreed for the penalty for 11 days period.	therefore there is no further action required.
04	SEBI (LODR) Regulations, 2015	Regulation 50(1)	NA	BSE	Penalize	Delay in furnishing intimation about Board Meeting	5900/-	Company paid the penalty amount.	The delay was due to system issue. We have already paid the fine	The required penalty has been paid by the Company	and 8 Associates



