



JOHN DEERE
FINANCIAL

John Deere Financial India Private Limited
CIN – U65923PN2011PTC141149
Level 2, Tower XV, Cybercity, Magarpatta City,
Hadapsar, Pune- 411 013

Board No. – 020-6703 2000 / 020 – 6703 2001
Fax No. – 020 – 6703 2004

Notice

Notice is hereby given to the Members of Board of John Deere Financial India Private Limited (“Company”) that Board Meeting **2022/03** will be held on Monday, April 24, 2023 at Second Floor, Tower XV, Cybercity, Magarpatta City, Hadapsar, Pune 411 013 at 9:00 AM, agenda for the same is enclosed for your ready reference.

For John Deere Financial India Private Limited

Vaishnavi Suratwala
Company Secretary

Date: 17th April, 2023



Agenda

1. Noting of items

- a. To grant leave of absence, if any
- b. Minutes of the previous meeting of Board of Directors held on 10th March, 2023.
- c. Minutes of the committee meetings:

Sr. No	Committee	Jan-23	Feb-23	March-23
1.	Audit	20 th	-	-
2.	Nomination & remuneration	-	-	7 th
3.	Risk Management	-	27 th	-
4.	ALCO Committee	-	-	20 th
5.	IT Committee	24 th	-	-
6.	Stakeholder Relationship	-	-	15 th
7.	Corporate Social Responsibility	-	-	16 th
8.	Customer Charter	5 th	6 th	6 th

- d. Noting of circular resolutions

2. To take note of disclosure of Directors interest and shareholding:

To place on record the declaration received from directors of their concern or interest in any other Company or Companies or bodies corporate, firms or other association of individuals, by giving notice in writing in Form MBP-1.

None of the directors is interested in any other companies, also to take on record Form DIR-8 as per section 164(2) of the Companies Act 2013 to assure that directors are not disqualified to be appointed as directors. None of the directors are disqualified per declaration submitted in Form DIR-8.

3. To take note of resignation of Company Secretary and Compliance Officer:

This agenda item is to take note of the resignation received from Ms. Vaishnavi Suratwala – Company Secretary and Compliance Officer through her resignation letter dated 11th April, 2023.

4. Appointment of Company Secretary

Nomination and Remuneration Committee has recommended the appointment of Mr. Ankush Lawate as a Company Secretary and Compliance Officer. As a Compliance Officer he will be responsible for all the compliance under Companies Act and SEBI regulations (except RBI Regulations). By profession, Mr. Ankush Lawate is a qualified Company Secretary and a law graduate having over 10 years of experience.

Following resolution is proposed to be passed:

“RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2014, consent of board of directors be and hereby accorded for appointment of Mr. Ankush Lawate (ACS-32706) as Company Secretary and Compliance Officer with effect from 24th April, 2023.”



5. Approval of Financial Statements for the year ended as on 31st March, 2023

It is proposed to approve the Financial Statements of the Company for the financial year ended on 31st March, 2023 together with notes to accounts and all annexures thereof by passing following resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 134 and Section 137 of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the Balance-sheet as at March 31, 2023, and Profit and loss account ending on that date along with the Cash Flow Statement as at 31 March, 2023 and the Explanatory Notes annexed to, or forming part of any document referred above as placed before the Board and initialed by the Chairperson for the purpose of identification be and are hereby considered and approved.

RESOLVED FURTHER THAT Managing Director, any one Director, Company Secretary and Chief Financial Officer be and are hereby jointly authorized to sign the Annual Financial Statement of the Company comprising of Balance Sheet as at 31 March, 2023, Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement as at 31 March, 2023 and the Explanatory Notes annexed to, or forming part of any document referred above and the same be submitted to the Statutory Auditor of the Company for their report thereon.”

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary be and hereby severally authorised to complete the necessary intimations and filing to the Registrar of Companies, stock exchange and any other regulatory authorities, as may be required.”

6. To take on record the Auditors’ Report on Annual Accounts for the Financial year ended 31st March, 2023:

This agenda is to take on record the Auditor’s report on Annual Accounts for the Financial Year ended 31st March, 2023.

7. Dividend Recommendation

This agenda item is for proposal of dividend recommendation.

8. To take note on Secretarial Audit Report

The Secretarial Audit for the financial year 2022-23 has been completed by M/s DVD & Associates, Secretarial Auditor. This agenda is to place and take note on Secretarial Audit Report for the financial year 2022-23.

9. Approval of Board’s Report for the year ended 31st March, 2023

The directors report needs to be attached with the approved financial statement of the Company before its circulation to its members, it is proposed to approve the Directors Report together with annexure thereof to



all members after its approval. It is hence proposed to pass following resolution with or without modification:

“RESOLVED THAT the draft Board of Director’s Report together with annexures for the year ended 31st March, 2023 laid down before this meeting for John Deere Financial India Private Limited be and is hereby approved and the same shall be signed by any two directors of the Company or Chairman of this meeting on behalf of Board of Directors.”

10. Non- accepting – Deposits:

Whereas John Deere Financial India Private Limited is Private Limited Company and not eligible to accept deposit publicly apart from exempted deposits under Section 2(31) of companies act 2013, read with rule 2(c) of Companies (Acceptance of Deposits) Rule, 2014, Reserve Bank of India required Board of Directors resolution to confirm its intention of not accepting deposits. In view of this it is proposed to pass following resolution with or without modification.

“RESOLVED THAT the Company undertakes and confirm that the Company has not accepted any public deposits and shall not accept public deposits in future without prior approval of RBI.”

11. Noting of Related Party Transactions

Pursuant to section 188 of the Companies Act 2013, certain type of transactions with related party needs consent of the Board except for the transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm’s length basis.

This agenda item is to take on record transactions between the related parties as all the transactions carried after applying appropriate transfer pricing margins and are at arm’s length for FY 2022-23.

12. Appointment of Secretarial Auditor

This agenda item deals with appointment of secretarial auditor for FY 2023-24. Pursuant to section 204 of the Companies act, 2013, every listed company and company having outstanding loans or borrowings from banks or public financial institutions of one hundred crore rupees or more is required to obtain secretarial audit report(s) from a Company Secretary in practice. As the company falls under the purview of above criteria it is pertinent to appoint secretarial auditor. It is hereby proposed to appoint M/S DVD & Associates as Secretarial Auditor for FY 2023-24.

The following resolution is proposed to be passed with or without modification.

“RESOLVED THAT, M/S DVD & Associates, Practicing Company Secretaries be and is hereby appointed as the Secretarial Auditors of the company to conduct auditing of secretarial and related records of the company and to furnish secretarial audit report(s) for the financial year 2023-24, on a remuneration of Rs. 1,50,000 per annum plus applicable tax and out of pocket expenses that may be incurred.

RESOLVED FURTHER THAT, any director or company secretary of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.”



13. To fix Annual General Meeting and approve notice:

Whereas notice of the proposed Annual General Meeting together with duly approved financial statements need to be circulated to members of the Company for its approval, hence it is proposed to pass below resolution with or without modification:

“RESOLVED THAT the Notice of Twelfth Annual General Meeting of the Members of the Company along with explanatory statement if any annexed thereto placed before this meeting be and is hereby approved and either of the Director or Company Secretary be and is hereby severally authorized to sign the same and that the copies thereof be circulated to the Members together with Board of Directors’ Report and Financial statements as of 31st March, 2023 along with the Auditors’ Report and annexures thereof.

RESOLVED FURTHER THAT the Annual General Meeting of the Company be convened on 16th May, 2023 at 5.30 pm at the registered office of the Company at Tower XIV, Cybercity, Magarpatta City, Hadapsar, Pune – 411 013.”

14. To take note of Statement of Investor Complaints on SEBI (Scores) Platform

As per Regulations 13(2), 13(3) and 13(4) of Chapter III of the SEBI LODR 2015, it is necessary to place before the board a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter by the listed entity. Hence, this agenda item is to take note of the statement of investors complaints as at quarter ending 31st March 2023 for submission to the stock exchange.

15. To take note on Corporate Governance Report (as per SEBI LODR) for the quarter ended on 31st March 2023.

Pursuant to the Regulation 27 of SEBI LODR it is mandatory to submit the corporate governance report every quarter to the Stock Exchange. This agenda is to place a detailed report as on 31st March 2023 before the board for its perusal.

16. Minimum Information to be placed before board:

- a) Annual operating plans and budgets and any updates.
- b) Capital budgets and any updates.
- c) Quarterly results for the listed entity and its operating divisions or business segments.
- d) Minutes of meetings of audit committee and other committees of the board of directors.
- e) The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- f) Show cause, demand, prosecution notices and penalty notices, which are materially important.
- g) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- h) Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- i) Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed



entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.

- j) Details of any joint venture or collaboration agreement.
- k) Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- l) Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- m) Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- n) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- o) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

17. Annual Compliance Certificate:

This agenda item is to place before the board the Annual Compliance certificate pursuant to requirements of SEBI LODR.

18. To approve CSR Annual Action Plan for FY 2023-24

This agenda is to place the CSR Annual Action Plan for FY 23-24 as recommended by CSR Committee for Board approval. The following resolution is proposed with or without modification.

“RESOLVED THAT, the Board has accorded its consent and approved the CSR Annual Action Plan for FY 2023-24.”

19. Update on Risk and Compliance

This agenda item is to review and update the Board on Risk and Compliance.

20. Update on Legal Compliance

This agenda item is to review and update the Board on Legal compliance.

21. Any other business with the permission of the chair.
