

DVD & ASSOCIATES

Company Secretaries

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**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED
Tower XIV, Cybercity, Magarpatta City,
Hadapsar, Pune 411013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by M/s. JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED (CIN: U65923PN2011PTC141149) (hereinafter called "the Company").

The Secretarial Audit was conducted for the period from 1st April 2021 to 31st March 2022, in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances of the Company and expressing our opinion thereon. We have been engaged as Secretarial Auditors of the Company to conduct the Audit of the Company to examine the compliance of Companies Act and the laws specifically listed below.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2022 according to the provisions of the following list of laws and regulations. The following are our observations on the same:



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(i) The Companies Act, 2013 (the Act) and the Rules made there under: The Company has satisfactorily complied with the provisions of the Companies Act, 2013 and the Rules made there under and there are no discrepancies observed by us during the period under review.

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under: Not Applicable

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under:

The Company is a Debt listed private company the shares are in physical form, hence the Company was not required to comply with the provisions of The Depositories Act, 1996 and the Regulations and Bye-laws framed there under. In respect of Non Convertible Debentures, the Company has complied with the provisions of The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

(iv) The Company has satisfactorily complied with the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings and there are no discrepancies observed by us during the period under review.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: **(Not applicable for the period under review)**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: During the year under review, The Company has satisfactorily complied with the provisions of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **(Not applicable for the period under review)**

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 : **(Not applicable for the period under review)**

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **(Not applicable for the period under review)**

(f) The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021: The Company is a Debt listed private company and has satisfactorily complied with the provisions of The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021.

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable for the period under review)**



(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **(Not applicable for the period under review)**

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015: The Company has satisfactorily complied with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as applicable to the Company.

I further report that, as per the opinion of the officers of the Company and information provided by them there are following specific applicable laws on the basis of activities of the Company have been substantially complied with:

1. Reserve Bank of India Act, 1934 and the relevant Regulations framed there under applicable Non Banking Financial Company registered under the Act.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. The Company has duly complied with the Secretarial Standards for the period under review.

(ii) The Listing Agreement entered into by the Company with BSE Limited, in respect of Non Convertible Debentures issued by the Company and The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021.

During the period under review the Company has complied with the applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. which are mentioned above.

We further report that: -

There are adequate systems and processes in the company commensurate with its size & operation to monitor and ensure compliance with applicable laws including general laws, labour laws, competition law and environmental laws.

The Board of Directors of the Company is duly constituted as required under the provisions of the Companies Act, 2013.

Adequate notice is given to all directors about the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. All decisions at Board Meetings were carried out with requisite majority as recorded in the minutes of the meetings of the Board of Directors.

We further report that during the audit period no major decisions, specific events/ actions have occurred which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc except the followings:

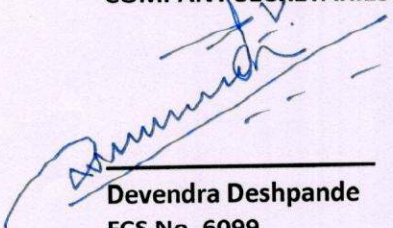


1. The following securities were allotted during the year under review:

Sr. No	Date of Allotment	Type of Security	Number of Securities issued and allotted.
1	23/09/2021	Unsecured, rated, listed 6.35% Redeemable NCD	4,000
2	05/01/2022	Unsecured, rated, listed 6.40% Redeemable NCD	3,000

2. During the period under review, M/s B K Khare & Co, Chartered accountant, Firm Registration No: 105102W was appointed, as Statutory Auditors of the Company, in place of the existing Statutory Auditors, for a period of three years to comply the provisions of Notification RBI/2021-22/25 Ref. No. DoS. CO. ARG/SEC.01/ 08.91.001/ 2021-22 dated 27th April, 2021, this notification mandates not to continue the appointment of any Statutory Auditors for the period beyond three years.

**DVD & ASSCIATES
COMPANY SECRETARIES**



Devendra Deshpande
FCS No. 6099
CP No. 6515
PR No. 1164/2021



Place: Pune
Date: 25/04/2022
UDIN: F006099D000196839

ANNEXURE A

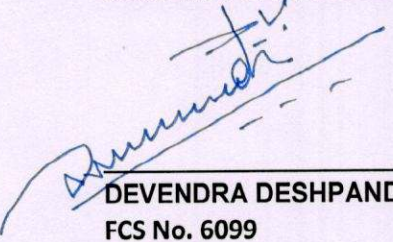
To,
The Members
JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED
Tower XIV, Cybercity, Magarpatta City,
Hadapsar, Pune 411013

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR DVD & ASSOCIATES
COMPANY SECRETARIES**




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

Place: Pune
Date: 25/04/2022