



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 Thursday, 21st July 2022 at Tower XV, Cybercity, Magarpatta City, Hadapsar, Pune 411 013 at 11.00 am, agenda for the same is enclosed for your ready reference and perusal.

For John Deere Financial India Private Limited

Vaishnavi Suratwala
Company Secretary
14th July 2022



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 25th April 2022
- c. Minutes of the committee meetings:

Sr. No	Committee Meetings	Apr-22	May-22	June-22
1	Risk Management Committee	-	-	23rd
2	IT Committee	22 nd	-	-
3	ALCO Committee	-	20 th	-
4	Audit Committee	25 th	-	-
5	Customer Charter Committee	4 th	6 th	6 th
6	CSR Committee	-	-	27 th
7	Nomination & Remuneration Committee	12 th	-	-

- d. Noting of circular resolutions

2. To approve quarterly un-audited Financial Statements for period ended 30th June 2022.

The Company is required to approve quarterly un-audited Financial Statements along with Limited Review Report for period ended 30th June 2022 and to make necessary intimations to the stock exchange pursuant to SEBI Regulations. The following resolution is proposed in the above matter with or without modification.

“RESOLVED THAT THE, quarterly un-audited Financial Statements along with Limited Review Report for period ended 30th June 2022, be and are hereby approved and the same be signed by the Managing Director, be published in newspapers, and be intimated to the stock exchange as per the requirement of SEBI Regulation.”

3. Appointment of Secretarial Auditor for FY 22-23.

This agenda item deals with appointment of secretarial auditor for FY 22-23. 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 22-23.

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 2022-2023, 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.”

4. To approve CSR Annual Action Plan for FY 22-23

This agenda is to place the CSR Annual Action Plan for FY 22-23 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 2022-2023.”

5. Approval for Risk Management Framework and Internal Capital Adequacy Assessment process.

This agenda is to review and approve the risk management framework and internal capital adequacy assessment process as per the Scale Based Regulations for NBFC.

6. Policy on grant of loans and advances to Directors, Senior officers, and their relatives.

In terms of Scale Based Regulation issued by Reserve Bank of India, certain regulatory restrictions on Loans and advances to the Directors, Senior Officers and their relatives are introduced in respect of NBFCs placed in the different layers. To comply with these regulations, we are required to formulate one board approved policy for Loans and Advances to Directors and Senior officers. Draft policy will be placed before the board for approval and consideration.

7. Approval to apply for registration for factoring business:

The object clause of Memorandum of Association of the Company allows company to carry out the factoring business activities. In order to expand the business operations of the company and support the sale of the products of the parent company, it is proposed to enter into the factoring business activities. To commence the factoring business activities, it is mandatory to make an application to Reserve Bank of India and obtain the Certificate of Registration pursuant to ‘Registration of Factors (Reserve Bank) Regulations, 2022’ issued by Reserve Bank of India in



exercise of powers conferred by Factoring Regulations, 2011. Further it is proposed to authorize (a) Head – Legal; and (b) Chief Financial Officer, severally and jointly to sign and execute the application and submit the required documents.

8. Appointment of Chairperson of the Board of Directors of the Company

This agenda is to propose the appointment of Mr. Mark Ferres (Non-executive Director) as permanent chairperson of the Board of Directors of the Company.

9. 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 30th June 2022 for submission to the stock exchange.

10. To take note on Corporate Governance Report (as per SEBI LODR) for the quarter ended on 30th June 2022.

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 30th June 2022 before the board for its perusal.

11. Minimum Information to be placed before the Board of Directors as per regulation 17(7) of SEBI LODR

- a) Show cause, demand, prosecution notices and penalty notices, which are materially important.
- b) Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- c) 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.
- d) Details of any joint venture or collaboration agreement.
- e) Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- f) Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- g) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- h) 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.
- i) Fatal or serious accidents, dangerous occurrences, any material effluent, or pollution problems.



- j) 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.

12. Update on Risk and Compliance

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

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