



To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai - 400001

Subject : Prior intimation of an Extra - Ordinary General Meeting

Reference: Regulation 50(2) & 51(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In compliance with Regulation 50(2) & 51(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR”), we, John Deere Financial India Private Limited (“the Company”) hereby inform you that the Extra Ordinary General Meeting of the Company will be held on Tuesday, 5th September, 2023 at 9.30 a.m. (India standard time) at Second Floor, Tower XV, Cybercity Magarpatta City, Hadapsar, Pune 411 013, to consider passing of special resolution for alteration in the Articles of Association of the Company to comply with in terms of Reg. 23 (6) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

The copy of meeting notice circulated to the members through email is enclosed herewith for your kind reference.

We request you to take the above information on your record.

Thanking you,

Yours faithfully,

For **John Deere Financial India Private Limited**

ANKUSH
PANDURANG
LAWATE

Digitally signed by ANKUSH
PANDURANG LAWATE
DN: cn=ANKUSH PANDURANG
LAWATE, c=IN, o=Personal,
email=lawatankush@johndeere.com
Date: 2023.08.16 17:13:37 +05'30'

Ankush Lawate

Company Secretary & Compliance Officer
Membership No. A 32706

Date: 16th August, 2023

NOTICE TO THE MEMBERS

NOTICE is hereby given to the Members of John Deere Financial India Private Limited that Extra Ordinary General Meeting (No. 2023/02) of Company will be held on Tuesday, 5th September, 2023 at 9.30 a.m. (India standard time) at Second Floor, Tower XV, Cybercity Magarpatta City, Hadapsar, Pune 411 013, to transact the following business:

SPECIAL BUSINESS:

Amendment to Articles of Association in terms of Reg. 23 (6) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, the Articles of Association of the Company be and are hereby altered in the manner set out herein below.

In the AOA, Clause 10A be added after existing clause 10 as below:

10A Director nominated by the Debenture Trustee(s):

“Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination by the Debenture Trustee to appoint a Nominee Director on the Board of the Company, in the following circumstances:

- i. 2 (two) consecutive defaults in payment of interest to debenture holders; or
- ii. default in creation of security against the secured debentures; or
- iii. default in redemption of the debentures.

Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares. The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made on the basis of communication received from the Debenture Trustee to the Company in writing.”

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary be and is hereby authorized to do all such acts, deeds and things as may considered necessary including required intimations, submissions, and filings to the statutory authorities.”

For and on behalf of Board of Directors
John Deere Financial India Private Limited

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Date: 2023.08.16 16:09:49 +05'30'

Ankush Lawate
Company Secretary
Email ID: lawateankush@johndeere.com

Date : 16th August, 2023

Place : Pune

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. Proxy, if appointed, form appointing proxy should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting.
- 2) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business item is annexed hereto.
- 3) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution or Authorization letter to the Company, authorizing them to attend and vote on their behalf at the meeting.
- 4) Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to lawateankush@johndeere.com.
- 5) All documents referred to in the accompanying explanatory statement will be available for inspection at the meeting.
- 6) Members/ proxies / representatives should sign the Attendance sheet available at the meeting location. Route map is also enclosed with the notice.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102 OF COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013, following explanatory statement sets out all material facts relating to special business item:

Members are requested to note that, SEBI through its circular no. SEBI/HO/DDHS/DDHS-RACPOD1/CIR/P/2023/028 dated 9th February, 2023 issued a clarification in respect of the compliance by the issuers of debt securities under Regulation SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

Pursuant to the said circular, Articles of Association (AOA) of the company are required to be altered to allow appointment of Nominee Director (by Debenture Trustee) on Board of the company in the event of: (i) two consecutive defaults in payment of interest to the debenture holders; or (ii) default in creation of security for debentures (in case of secured debentures); or (iii) default in redemption of debentures. Further, a time period up to 30th September, 2023 is provided for existing debt listed issuers to amend their Articles of Association.

The Board of directors at their meeting held on 24th April, 2023, subject to the approval of the members of the Company, accorded their approval for amending the Articles of Association by modifying the clauses in the below mentioned article in the Articles of Association of the Company as under:

In the AOA, Clause 10A be added after existing clause 10 as below:

10A Director nominated by the Debenture Trustee(s):

“Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination by the Debenture Trustee to appoint a Nominee Director on the Board of the Company, in the following circumstances:

- i. 2 (two) consecutive defaults in payment of interest to debenture holders; or
- ii. default in creation of security against the secured debentures; or
- iii. default in redemption of the debentures.

Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares. The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made on the basis of communication received from the Debenture Trustee to the Company in writing.”

Members are requested to note that in terms of Section 14 of the Act, any alteration in the Articles of Association of the Company shall require approval of the Members of the Company by way of Special Resolution.

Members are requested to note that the draft Articles of Association of the Company shall be available for inspection by the Members of the Company. Accordingly, approval of the Members of the Company is sought for alteration in the Articles of Association as mentioned above.

The Board of Directors recommends the resolution to the Members for their consideration and approval, by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

For and on behalf of Board of Directors
John Deere Financial India Private Limited

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Ankush Lawate
Company Secretary
Email ID: lawateankush@johndeere.com

Date : 16th August, 2023
Place : Pune

Route Map to the venue of meeting

