



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

Date: 5th September, 2023

To
BSE Limited
P. J. Towers, Dalal Street
Fort, Mumbai 400 001

Dear Sir/Madam,

Subject : Submission of proceedings of Extra ordinary general meeting of the company held on 5th September, 2023, pursuant SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to provisions of Regulation 51 (2) read with Part B of Schedule III of Listing Regulations, we hereby submit the proceedings of Extra Ordinary General Meeting 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.

Please take the above on your record and oblige.

Thanking you,

Yours faithfully,
For **John Deere Financial India Private Limited**

Ankush Lawate
Company Secretary & Compliance Officer
Membership No. A 32706

PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING

Date, Time and Venue of the Meeting:

The Extra Ordinary General Meeting of the Members of John Deere Financial India Private Limited was 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.

Proceedings in brief:

Mr. Ankush Lawate, Company Secretary & Compliance Officer, welcomed the Members, present directors and other participants attending the meeting.

He requested Mr. Mark Ferres - Permanent Chairman to chair the meeting who took the Chair and commenced the proceedings of the meeting.

Following members and other participants were present at the meeting:

Shareholders

Name	Authorised representative of	Participation mode
Mr. Subrata Mishra	John Deere India Private Limited	Physical
Mr. Manish Phalke	John Deere Luxembourg Investment S.a.r.l.	Physical

Directors

Name	Designation	Participation mode
Mr. Mark Ferres	Chairman	MS Teams from Australia
Mr. Abhay Dhokte	Managing Director	Physical
Mrs. Pranjali Patil	Director	Physical
Mr. Patrick Mack	Independent Director	MS Teams from Minnesota

Other participants by invitation

Mr. Girish Sivaramakrishnan	Chief Financial Officer	Physical
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In Attendance

Mr. Ankush Lawate	Company Secretary & Compliance Officer	Physical
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After ascertaining that the requisite quorum was present and attending, the Chairman called the meeting in order to transact the business. He then welcomed all the Members, Directors, and other participants.

Company Secretary & Compliance Officer on behalf of Chairman informed that the Statutory Registers as required under the Companies Act 2013 are available and will remain accessible to the Members for inspection electronically till the conclusion of the meeting, if they so desire.

Company Secretary & Compliance Officer on behalf of the Chairman introduced the present board members and participants. With the permission of the members, meeting notice with explanatory statement thereon as circulated earlier were taken as read.



Company Secretary & Compliance Officer explained the forum that pursuant to Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, company is required to alter the Articles of Association (AOA) to have enabling clause 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 it was informed that Board of directors at their meeting held on 24th July, 2023, has recommended passing of special resolution for alteration of AOA by inserting the following additional clause in AOA of the Company as under:

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 approved the resolution unanimously as special resolution.

Thereafter, meeting was concluded with vote of thanks.

This document shall not be considered as minutes of Extra Ordinary General Meeting.

Please take the above on your record and oblige.

Thanking you,

Yours faithfully,

For **John Deere Financial India Private Limited**

Ankush Lawate

Company Secretary & Compliance Officer

Membership No. A 32706