



JOHN DEERE
FINANCIAL

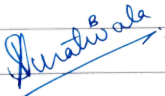
John Deere Financial India Private Limited
CIN – U65923PN2011PTC141149
Level 2, Tower XV, Cybercity, Magarpatta City,
Hadapsar, Pune- 411 013

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 **2021/04** will be held through audio-video conferencing at Tower XIV, Cybercity, Magarpatta City, Hadapsar, Pune 411 013 on Thursday 21st October 2021 at 04.00 pm, agenda for the same is enclosed for your ready reference and perusal.

For John Deere Financial India Private Limited



Vaishnavi Suratwala
Company Secretary
14th October 2021



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 07th July 2021
- c. Minutes of the committee meetings formed as per RBI guidelines (Applicable to NBFC)

Sr. No	Committee Meetings	July-21	Aug-21	Sep-21
1	Risk Management Committee	-	23 rd	-
2	Nomination Committee	5 th	-	-
3	IT Committee	16 th	-	-
4	ALCO Committee	-	11 th	-
5	Audit Committee	21 st	-	-
6	Customer Charter Committee	8 th	5 th	9 th
7	CSR Committee	21 st	-	-

- d. Noting of circular resolutions

2. To approve quarterly and half-yearly un-audited Financial Statements for period ended 30th September 2021.

The Company is required to approve quarterly and half-yearly un-audited Financial Statements along with Limited Review Report for period ended 30th September 2021 and to make necessary intimations to the stock exchange pursuant to SEBI Regulations. The draft financial statements are attached for reference. The following resolution is proposed in the above matter with or without modification;

“RESOLVED THAT THE, quarterly and half-yearly un-audited Financial Statements along with Limited Review Report for period ended 30th September 2021, 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. To review and approval of Business Policies

This agenda item is to review and approve following Business Policies:

Number	Policy Name	Status of Change	Last Approved
JDF002	Business Structure Policy	Changes Recommended	08/10/2020
JDF017	KYC Policy	Changes Recommended	08/10/2020
JDF019	Compliance Policy	No Change	08/10/2020
JDF019F1	Fair Practice Code	No Change	08/10/2020
JDF019F2	Roles Responsibilities of Principal Officer	No Change	08/10/2020
JDF028	Retail Credit Policy	No Change	08/10/2020
JDF033	JDF Information Technology Policy	Changes Recommended	08/10/2020
JDF034	JDF Information Security Policy	Changes Recommended	08/10/2020
JDF031	CSR Policy	Policy updated as per MCA Notification	08/10/2020
JDF031F1	CSR Policy TOR	No Change	08/10/2020
JDF032	JDF Outsourcing Policy	No Change	08/10/2020
JDF035	JDF Resource Planning Policy	No Change	08/10/2020
JDF036	JDF Stressed Accounts Management Policy	Changes Recommended	08/10/2020
JDF036_A2	Policy on Resolution Framework for COVID-19-related Stress	Changes Recommended	31/05/2021
JDF041	Policy on payment of interest on interest and penal charges	No Change	31/05/2021
JDF037	JDF Related Party Policy	No Change	08/10/2020
JDF038	JDF Liquidity Risk Management Framework Policy	No Change	08/10/2020
JDF040	Policy on Expected Credit Losses	No Change	08/10/2020
JDF039	Policy on COVID Regulatory Package -Moratorium	Changes Recommended	08/10/2020
JDF042	Auditor Appointment Policy	New Policy	-



4. Review 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 review and approve the statement of investors complaints as at quarter ending 30th September 2021 for submission to the stock exchange.

5. Increase in Borrowing Limits of the Company

Whereas the portfolio size of John Deere Financial India Private Limited (Company) is growing significantly, it is proposed to relook and review the borrowing limits approved by Board (Rs. 40000 Million) in the past. Considering the same the below resolution is proposed to pass with or without modification.

“RESOLVED THAT in supersession of all the previous resolutions and pursuant to provisions of section 179(3)(d) and all other applicable provisions, if any, of Companies Act, 2013 (the “Act”) consent is accorded for borrowing funds from John Deere India Private Limited (Holding Company) or Banking Company or Financial Institution or any other financiers through commercial paper (CP), Non-Convertible Debentures (NCD), External commercial borrowing (ECB) or any other instrument of borrowing with or without security read with Reserve Bank of India guidelines, in one or more tranche(s), with tenor and rate to be decided on a case to case basis such that the outstanding principal amount in aggregate with above mentioned borrowing instruments does not exceed the equivalent of Rs. 6000,00,00,000 (Rupees Six Thousand Crore) (“Overall Limit”) at any point of time.

RESOLVED FURTHER THAT power to borrow within the Overall Limit shall include but is not limited to the power to redeem or buy-back borrowing securities/instruments by whatever name called.

RESOLVED FURTHER THAT the Managing Director of the Company be severally authorized to take necessary procedural decisions for its execution within the Overall Limit.

RESOLVED FURTHER THAT any two of the Directors of the Company or any two of the below:

Director of the Company
Controller of the Company
Mr. Subrata Mishra
Mr. Harshit Vora,

(collectively, the “Authorized Persons”) be and are hereby authorized to



enter into arrangements and/or avail services of arrangers, merchant bankers, rating agencies, depositories, custodians, trusteeship services, legal counsel, security trustees/agents for creation of security for lenders, etc. as may be required for the aforesaid borrowings;

appoint debenture trustees, issuing and paying agent banks, registrar and transfer agents and other intermediaries for the purpose of issuance of CP or NCDs;

appoint any security trustee, authorized dealer banks or any agent for the purpose of availing the ECB facility;

open and close accounts with depositories for maintaining the commercial paper or non-convertible debentures in dematerialized form;

negotiate, amend and finalize the terms and conditions relating to issue of CP or NCDs, to enter into arrangements with depositories, if necessary, to execute the necessary documents/agreements/papers including usance promissory note, issuing and paying agency agreement and such other documents, as may be required in this connection, and to do all such acts, deeds, matters and things as may be necessary or incidental thereto (including deciding the pricing and terms of NCDs) ;

enter into relevant debenture trust deeds, debenture trustee agreements, offer letters and any other documents, deeds, notices, letters, agreements, power of attorneys, indemnities (including without limitation in respect of stamp duty), undertakings, instruments and forms as may be required in relation to or in connection with the issuance of NCDs or pursuant to any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such documents and to modify or amend such documents;

enter into relevant loan documents, security documents and any other documents, deeds, notices, letters, agreements, power of attorneys, indemnities (including without limitation in respect of stamp duty), undertakings, instruments and forms as may be required in relation to or in connection with the availing of the ECB facility or pursuant to any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such documents and to modify or amend such documents; and

do all such acts, matters, deeds and things as may deem expedient and execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies and Reserve Bank of India/ Securities and Exchange Board of India and income tax authorities or any depository or stock exchange to give effect to this resolution including payment of stamp duties or other taxes associated with it and for matter connected therewith.

RESOLVED FURTHER THAT the Company does hereby declare that the said borrowing facilities are within the powers of the Board to exercise as required by the provisions of the Companies Act and any other relevant law; and



RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign any acknowledgement of debt in favor of the relevant Bank in respect of the said borrowing facilities and any liabilities and obligations thereunder.

RESOLVED FURTHER THAT all lawful actions heretofore taken by any Authorized Persons of the Company in connection with the foregoing resolutions are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed in the presence of two directors or any one director and Company Secretary / Controller / Mr. Subrata Mishra / Mr. Harshit Vora in accordance with the Articles of Association of the Company, if required.

RESOLVED FURTHER THAT any Director or the Company Secretary be and are hereby authorized to furnish a certified true copy of the above resolutions to any persons concerned for their information and records.”

DERIVATIVES TRANSACTIONS

WHEREAS, the Board desires to authorize certain representatives of the Company to negotiate, approve and enter into currency and interest rate exchange agreements and other derivatives transactions for the purposes of managing exposures to interest rates, foreign currencies and commodity prices incurred in the ordinary course of business;

NOW THEREFORE BE IT RESOLVED THAT:

The Authorized Persons are authorized to negotiate, approve, enter into, amend and terminate interest rate exchange agreements, cross currency swaps, currency forward agreements, currency options, interest rate cap agreements, and commodity futures (“Transactions”).

RESOLVED FURTHER THAT the Company may enter into Transactions with such bank or banks as the executing officer may select subject to maximum outstanding \$ 100 Million or Rupees 700 Crores for all its Transactions outstanding at any point of time related to the borrowing facilities.

RESOLVED FURTHER THAT any two Directors or any two Authorized Persons are hereby authorized for and on behalf of the Company to enter into Transactions on such terms as such Directors or Authorized Persons approve, such approval to be evidenced by execution and delivery of the Transactions by such persons.

RESOLVED FURTHER THAT any of the persons named below:

Director of the Company
Controller of the Company
Accounting Manager – Finance of the Company, or
Mr. Harshit Vora



be and are hereby authorized to negotiate, approve, enter into, amend and terminate the Transactions and give written and/or oral instructions (whether over the telephone or otherwise) to the Bank in regard to the Transactions including without limitation, signing and delivering to the Bank any confirmation subject to the limits assigned to such person, as set out above;

The Bank is authorized and entitled to honor any instructions given pursuant to the preceding paragraph promptly upon receipt thereof and to act on the same without inquiry (although the Bank may, without prejudice to the aforesaid, at its absolute discretion, seek such confirmation and/or clarification as it may think fit and in the absence of such confirmation and/or clarification, the Bank may decline to honor such instructions without incurring any liability whatsoever to the Company in respect of any delay or refusal to execute such instructions); and

RESOLVED FURTHER THAT all reports pertaining to Transactions shall be reported to any of the persons named below:

Controller of the Company, or
Accounting Manager- Finance

Any and all actions heretofore taken or caused to be taken by any of the said Authorized Representatives of the Company in connection with the transactions contemplated herein be and they hereby are ratified and approved in all respects.

RESOLVED FURTHER THAT all the documents incidental to this resolution be acceptable in physically/digitally signed format and shall continue in full force and effect and the Bank shall be entitled to rely upon and act pursuant to the same until such time as the Bank shall have received actual notice, certified in writing by any Director or the Secretary of the Company, of their revocation, variation, amendment or supplement.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed in the presence of two directors or any one director and Company Secretary / Controller / Mr. Subrata Mishra / Mr. Harshit Vora in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary be and are hereby authorized to furnish a certified true copy of the above resolutions to any persons concerned for their information and records.”

6. Remuneration of Statutory Auditor for half year ending 30th September 2021:

As per resolution passed in Annual General Meeting of the Company, the power to fix remuneration of B S R & Associates LLP, statutory auditors is delegated to Board. The total remuneration of INR. 5,30,000/- plus 5% incidental expenses and out of pocket expenses at actual for Quarterly/Half Yearly Limited Review for half year ending 30th September 2021 is proposed for board approval. After discussion following resolution was passed unanimously;

“**RESOLVED THAT** the Board of Directors has fixed and approved the total amount of fee of INR 5,30,000/- plus 5% incidental expenses and out of pocket expenses at actual as the remuneration payable to M/s. B S R & Associates LLP, Statutory Auditors’ for half year ending 30th September 2021 for Quarterly/Half Yearly Limited Review Report.”



7. Recommendation for appointment of Statutory Auditor

Reserve Bank of India vide Notification RBI/2021-22/25 Ref. No. DoS. CO. ARG/SEC.01/08.91.001/ 2021-22 Dated 27th April, 2021 has issued the guidelines for Appointment of Statutory Auditors of Commercial Banks, UCBs and NBFCs (Said notification). To protect the independence of the Statutory Auditor, this notification mandates not to continue the appointment of any Statutory Auditors for the period beyond three years. M/s B S R & Associates LLP is acting as Statutory Auditor of the Company since Financial Year 17-18 (Existing Statutory Auditor). Therefore, to comply with the provisions of the Said notification, it is proposed to appoint M/s B K Khare & Co, Chartered accountant, Firm Registration No: 105102W, as Statutory Auditors of the Company, in place of the existing Statutory Auditors, for a period of three years starting from this extra ordinary general meeting till the conclusion of the Annual General Meeting to be held for the Financial Year 2023-24.

The following resolution is proposed to be passed with or without modification in this regard:

RESOLVED THAT, pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and RBI guidelines on appointment of statutory auditors of banks and NBFCs (including any statutory modification(s) or re-enactment thereof from the time being in force) the consent of the Board be and is hereby accorded to recommend to the Shareholders of the company to appoint M/s B K Khare & Co, Chartered accountant, Firm Registration No: 105102W, as Statutory Auditors of the Company for a period of three years starting from this Extra Ordinary General Meeting till the conclusion of the Annual General Meeting to be held for the Financial Year 2023-24.

RESOLVED FURTHER THAT, any one Director or Company Secretary of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the resolution including filing of requisite forms with Registrar of Companies.”

8. EGM Notice approval and to fix, date, time and place of the meeting:

The company wish to create, offer, issue and allot, from time to time on private placement basis listed or unlisted, secured or unsecured, redeemable, non-convertible debentures (“NCDs”) in one or more tranches or issuances, for an amount not exceeding INR 3000 Crore (Rupees Three Thousand Crore only) for the period of one year from the date of passing of the resolution by members. The company also wishes to appoint statutory auditors as per Companies act and RBI regulations. Therefore, pursuant to section 100 of the Companies Act, 2013 for any matter necessitating members approval it is obligatory to hold an Extra Ordinary General Meeting and approve the Notice and fix date, time and place of the meeting.

Hence, the following resolution is proposed to be passed with or without modification:

“RESOLVED THAT, the Notice of Extraordinary 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 Chairman of this meeting or Company Secretary be and is hereby severally authorized to sign the same and circulate to all the Members.

RESOLVED FURTHER THAT, the Extraordinary General Meeting be held on Tuesday, 16th November 2021 at 11:00 am at the registered office of the Company at Tower XIV, Cybercity, Magarpatta City, Hadapsar, Pune – 411 013.”

9. Obtaining of Entity Registration with ‘CERSAI’

This agenda is to inform the Board that in order to invoke the remedies available to the Company under SARFAESI Act, 2002, Company is required to have itself registered with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI). After completing the process of Entity registration on the CERSAI portal, security interest can be registered with the CERSAI authorities from time to time. It is therefore proposed to give authority to (i) Head Retail Credit -Wirtgen (ii) Executive Manager I - Operations -Wirtgen to complete the Entity registration on the portal. Following resolution is proposed to be passed with or without modification:

“**RESOLVED THAT** the consent of the Board of Directors be and is hereby accorded for registration of the Company on the portal of Central Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI).

RESOLVED FURTHER THAT, (i) Head Retail Credit -Wirtgen (ii) Executive Manager I - Operations -Wirtgen, severally and jointly, be and are hereby appointed as Authorised Signatory to sign, execute and submit the documents, applications, representations, undertakings as may be required for registration of the Company with the CERSAI authorities and also authorised to do all the acts, deeds and things to register the security interest or modifications thereof in electronic and / or physical mode of submissions from time to time.”

10. Authorization for Class-III DSC

In order to complete the entity registration and accessing various functionalities available on the CERSAI (Central Registry of Securitisation Asset Reconstruction and Security Interest of India) portal, Class III Digital signature in the name of any one Authority signatory is required to be obtained on behalf of the Company. It is proposed to obtain Class III Digital signature in the name of Mr. Gaurav Pandey, Head Retail Credit – Wirtgen. Following resolution is proposed to be passed with or without modification:

“**RESOLVED THAT**, the consent of the Board be and is hereby given to authorize Mr. Gaurav Pandey, Head Retail Credit – Wirtgen, to sign and execute various documents in relation to application for procurement of Class III-Digital Signature certificate on behalf of the company from any Licensed Certifying Authority.

RESOLVED FURTHER THAT, any Director or Company Secretary of the Company be and is hereby authorized to sign authorization letter in the format prescribed by the Licensed Certifying



Authority to authorize Mr. Gaurav Pandey, Head Retail Credit – Wirtgen for the purpose of Class III-Digital Signature Certificate.

RESOLVED FURTHER THAT, any of the Directors or Company secretary of the Company is hereby authorized to furnish certified copy of the resolution to any authority concerned or interested in the matter.”

11. Update on Risk and Compliance

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

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