



NOTICE

NOTICE is hereby given to the members of John Deere Financial India Private Limited (the “**Company**”) that Extra-Ordinary General Meeting of the Company will be held thru audio-visual means on Tuesday, 16th November 2021, at the registered office of the company at Tower XIV, Cybercity, Magarpatta City, Hadapsar, Pune - 411 013, at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To appoint statutory auditors for a period of three years and fix their remuneration;

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to Section 42, 71 and any other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time; to the extent applicable, and the notifications, circulars and clarifications issued by Reserve Bank of India as applicable to the Non-Banking Financial Companies from time to time, and such other laws and regulations, and listing agreements to be entered into with the stock exchange where the non-convertible debentures are proposed to be listed and subject to such approvals, consents, sanctions, permissions as may be necessary from the Securities and Exchange Board of India, stock exchanges, the Reserve Bank of India and all other appropriate statutory and regulatory authorities and subject to such conditions and modifications as may be prescribed by the respective statutory and/ or regulatory authorities while granting such approvals, consents, sanctions and permissions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall include any committee thereof), to make offer(s), invitation(s) to create, offer, issue and allot, from time to time on private placement basis listed or unlisted, unsecured, redeemable, non-convertible debentures (“**NCDs**”) in one or more tranches or issuances, an amount not exceeding INR 3000 Crore (Rupees Three Thousand Crore only) during the period of one year from the date of passing of this resolution to qualified institutional buyers, foreign portfolio investors, banks, financial institutions, non-banking financial companies, alternative investment funds, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe to the NCDs on such terms and conditions including the price, rate of interest, premium/discount, tenure, etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise disclosure documents to be filed with the relevant stock exchange on which the NCDs are proposed to be listed as per the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilisation of the proceeds and redemption of the NCDs and to finalise and execute such documents and writings as may be necessary or desirable as the Board may deem fit without being required to seek any further



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

consent or approval of its members or otherwise, to the end and intent that its members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers herein conferred to any of directors or officers of the Company to give effect to the aforesaid resolution.”

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

Vaishnavi Suratwala
Company Secretary
Date: 21/10/2021
Place: Pune



ANNEXURE TO NOTICE

Explanatory Statements under Section 102 (1) of the Companies Act, 2013

ITEM NO. 02

For the purpose of on-lending, to grow the asset book, for refinancing existing debt and other general corporate purposes of the Company it is proposed to raise fresh funds by issue of securities namely, listed or unlisted, unsecured, redeemable Non-Convertible Debentures (“NCDs”) on private placement basis.

Pursuant to Section 42, 71 and any other applicable provisions of the Companies Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

The NCDs are proposed to be issued at face value as may be permissible under regulations, notifications, and circulars issued by the Reserve Bank of India’s (RBI) from time to time and acceptable to the subscribers of the NCDs. The NCDs are not proposed to be issued at premium.

The information required to be disclosed pursuant to Section 102 of the Companies Act, 2013 and under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities Rules), 2014, in respect of the aforesaid special business is as follows:

- a) **Particulars of the offer including date of passing of Board resolution:** The offer is made for subscribing to listed or unlisted, unsecured, redeemable non-convertible debentures up to Rs. 3,000,00,00,000 (Rupees Three Thousand crores), in one or more issuances, as per the terms set out in the relevant information memorandum. The Board of Directors (“**Board**”) have approved the issuance of the NCDs in one or more tranches or issuances, at the meeting of Board held on 13th January 2021.
- b) **The objects of the issue:** The Company shall utilize the proceeds of the NCDs for the purpose of on-lending, to grow the asset book, for refinancing existing debt and other general corporate purposes.
- c) **The total number of shares or other securities to be issued:** The Board proposes to issue and allot, listed or unlisted, unsecured, redeemable NCDs up to Rs. 3,000,00,00,000 (Rupees Three Thousand crores), in one or more issuances.
- d) **Price at which the allotment is proposed (including premium if any):**

Price: The issuances will be at par.

Premium: Not applicable



- e) **Basis on which the price has been arrived at along with report of the registered valuer:**
Since the NCDs will be issued in one or more tranches and issuances, price will be determined by the Board in accordance with the prevailing market conditions at the time of each issuance.
- f) **Name and address of valuer who performed valuation:** Not Applicable in case of NCDs.
- g) **Amount which the Company intends to raise by way of such securities:** Up to INR 3,000,00,00,000 (Indian Rupees Three Thousand Crores only) in one or more issuances.
- h) **Material terms of raising such securities, principle terms of assets charged as securities:**
Listed or unlisted, unsecured NCDs which shall be issued for such rates of interest and other terms as may be finalized by the Board.
- i) **The class or classes of persons to whom the allotment is proposed to be made:** Qualified institutional buyers, foreign portfolio investors, banks, financial institutions, non-banking financial companies, alternative investment funds, mutual funds, provident and gratuity funds, corporates and such other entities/ persons eligible to subscribe to the NCDs.
- j) **Intention of the promoters or directors to subscribe to the offer either as a part of the offer or separately in furtherance of objects:** None of the promoters or directors are proposing to subscribe to the NCDs.
- k) **The proposed time within which the allotment shall be completed:** As per each information memorandum.
- l) **Principle terms of assets charged as security:** The NCDs are proposed to be unsecured.

The Board of Directors recommend passing of the resolution set out in item No.02 of the Notice as a special resolution.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.



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NOTE:

- 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 item No. 3 are annexed hereto.
- 3) Corporate Members intending to send their authorized representatives to attend the AGM 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 AGM.

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

Vaishnavi Suratwala
Company Secretary
Date: 21/10/2021
Place: Pune

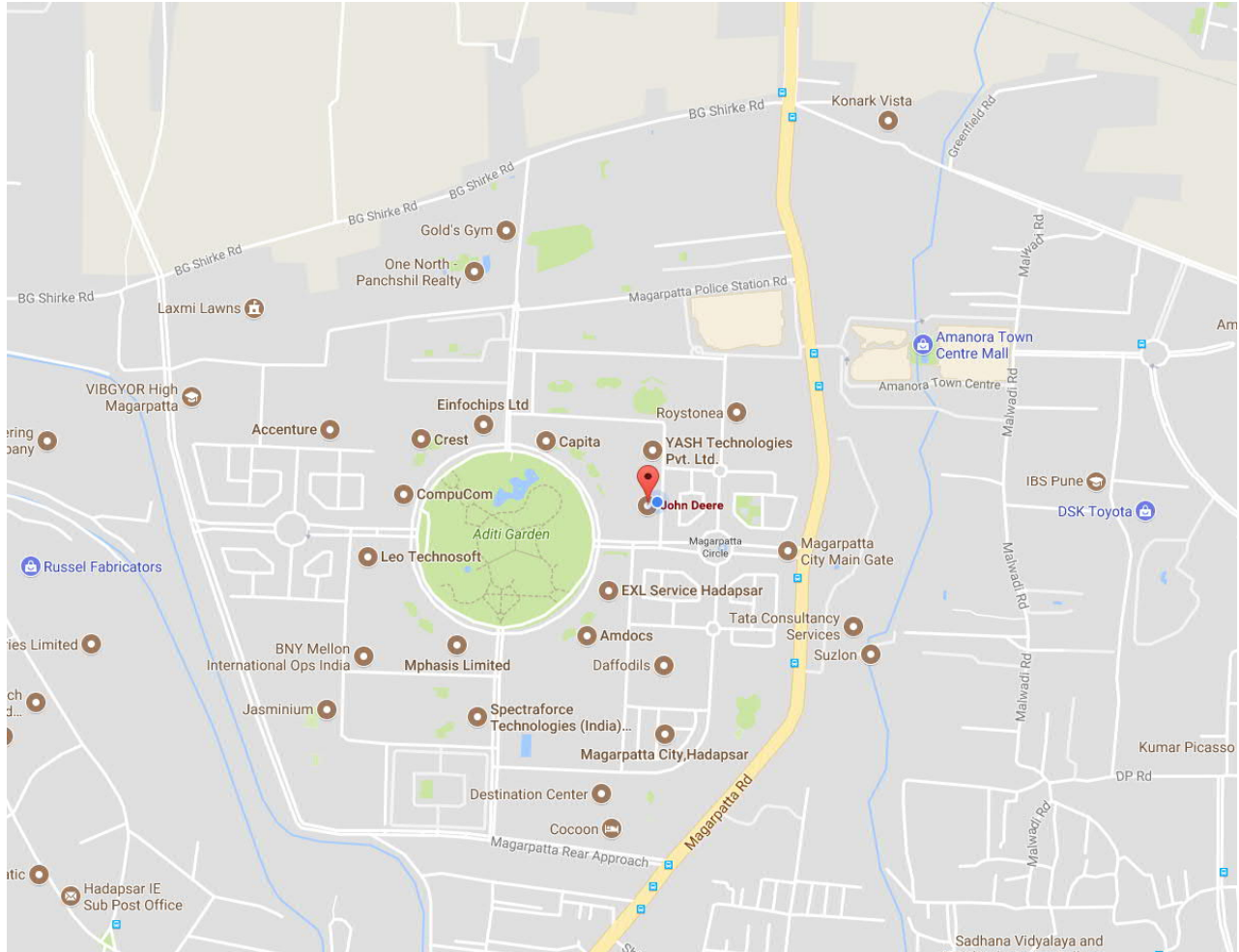


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Route Map to the venue of AGM



Registered Office : Tower XIV, Cyber City, Magarpatta City, Hadapsar, Pune 411 013. India.

Tel: + 91 (20) 66425000, Fax : + 91 (20) 66425001

Website: www.deere.co.in

Confidential with no Personal Information