



TATA CLEANTECH CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013

CIN: U65923MH2011PLC222430

Tel: (022) 6606 9000; Fax: (022) 6656 2699

Website: www.tatacapital.com.

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CLEANTECH CAPITAL LIMITED will be held, at a shorter notice, on Tuesday, June 27, 2023 at 11:30 a.m., through Video Conferencing (“VC”) via Microsoft Teams, to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Rajiv Sabharwal (DIN: 00057333), Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Special Business:

- 3. Approval for private placement of Non-Convertible Debentures**

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

“RESOLVED that pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Rules framed thereunder (including any statutory or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by Reserve Bank of India (“RBI”), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the Members 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 be deemed to include any Committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors by this Resolution) to offer / invite / issue / allot to eligible persons, Non-Convertible Debentures (“NCDs”) including but not limited to Secured / Unsecured / Subordinated / Perpetual up to an amount of Rs. 2,500 crore, on a private placement basis, in one or more tranches, on such terms and conditions

as the Board may deem fit and depending on the prevailing market conditions, during the period of one year from the date of passing this Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the aforesaid powers to any Committee, officers, employees of the Company as it may deem necessary and to do all such acts, deeds, matters and things as may be required, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For **Tata Cleantech Capital Limited**

Rajesh Gosia
Company Secretary

Mumbai, June 20, 2023

Registered Office:

11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai – 400 013

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out the material facts relating to the business stated under Item No. 3 is annexed hereto. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Rajiv Sabharwal, the Director seeking re-appointment at the Annual General Meeting, is furnished as a part of this Notice.

2. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as MCA Circulars), permitted the holding of the AGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company, 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.
3. In compliance with the provisions of the Act read with aforesaid MCA Circulars, the AGM of the Company is being held through VC via Microsoft Teams.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorized representatives to attend the AGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id gosia.rajesh@tatacapital.com
6. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on June 16, 2023.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23, is being sent only through electronic mode to the Members whose email addresses are registered with the Company/Depositories and the same is available on the website of the Company www.tatacapital.com.
8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
9. The Members are requested to click on the link sent to their registered email id for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.
10. The Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.

12. The relevant documents, if any, referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at gosia.rajesh@tatacapital.com to inspect the same.
13. In case a Poll on any item is demanded by the Members at the AGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id gosia.rajesh@tatacapital.com.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated June 20, 2023:

Item No. 3

The Company from time to time raises funds by way of issue of Non-Convertible Debentures (“NCDs”) on a private placement basis. As per the provisions of Section 42 of the Companies Act, 2013 (“Act”) read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers or invitations to be made during the year.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and its Rules framed thereunder to offer / invite / issue / allot up to such number of NCDs including but not limited to Subordinated / Perpetual / Senior NCDs, whether secured or unsecured, on a private placement basis, in one or more tranches aggregating to Rs. 2,500 crore (Rupees Two Thousand Five Hundred crore), during a period of one year from the date of passing resolution set out at item No. 3 of this Notice, within the overall borrowing limits of the Company, as approved by the Members from time to time. Further, it is proposed to grant authority to the Board of Directors (hereinafter referred to as the “Board” the term shall be deemed to include any committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors) to delegated or determine the terms of issue of NCDs.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice except to the extent of the NCDs that may be subscribed by any of them or any entity in which any of them may be concerned or interested in any capacity.

The Board recommends the Special Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

By order of the Board of Directors
For **Tata Cleantech Capital Limited**

Rajesh Gosia
Company Secretary

Mumbai, June 20, 2023

Registered Office:
11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai – 400013

**BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS
DIRECTORS AT THIS ANNUAL GENERAL MEETING
(AS AT JUNE 20, 2023)**

Particulars	Mr. Rajiv Sabharwal (DIN:00057333)
Date of Birth and Age	September 28, 1965 Age: 57 years
Date of Appointment on Board	April 1, 2018
Qualifications	B. Tech (Mechanical Engineering) from Indian Institute of Technology, Delhi and Post Graduate Diploma in Management from Indian Institute of Management, Lucknow.
Experience	<p>Mr. Rajiv Sabharwal has over 29 years of experience in the banking and financial services industry.</p> <p>Currently, Mr. Sabharwal is the Managing Director & CEO of Tata Capital Limited, the holding company, which is a Core Investment Company and a subsidiary of Tata Sons Private Limited. He is also the Chairman of the Board of Tata Capital Financial Services Limited and a Director in several Tata Companies. Prior to joining Tata Capital Limited, Mr. Sabharwal was a Partner in True North Managers LLP, which was mainly involved in building and managing businesses with a primary focus in the financial service sector. He served as an Executive Director on the Board of ICICI Bank and was responsible for several businesses including retail banking, business banking, rural banking, financial inclusion business and digital banking technology. He also served as the Chairman of ICICI Home Finance Company Limited and was on the Board of ICICI Prudential Life Insurance Company Limited. He was also on the Investment Advisory Committee (Real Estate) of ICICI Prudential AMC. He served on a number of committees of Reserve Bank of India and Indian Banks Association. He had successful stints with True North Managers LLP, Sequoia Capital, Godrej Group, SRF Finance, GE Capital and Times Bank.</p>

Number of Meetings of the Board attended during FY 2022-23	10 (out of 10 meetings held)
Other Directorships	<ul style="list-style-type: none"> • <u>Chairman:</u> <ul style="list-style-type: none"> a. Tata Capital Housing Finance Limited b. Tata Capital Financial Services Limited c. Tata Securities Limited d. Tata Asset Management Private Limited • <u>Director:</u> <ul style="list-style-type: none"> a. Tata Capital Pte. Limited b. Tata Capital Advisors Pte. Limited • <u>Managing Director & CEO:</u> <p>Tata Capital Limited</p>
Memberships/ Chairmanships of committees across other companies	<p>A. <u>Tata Capital Limited</u></p> <p><u>Member</u></p> <ul style="list-style-type: none"> • Risk Management Committee • Corporate Social Responsibility Committee • Stakeholders Relationship Committee • Information Technology Strategy Committee <p>B. <u>Tata Capital Financial Services Limited</u></p> <p>Member</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Investment Credit Committee • Risk Management Committee • Corporate Social Responsibility Committee • Working Committee • Information Technology Strategy Committee <p>C. <u>Tata Capital Housing Finance Limited</u></p> <p>Chairman</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee <p>Member</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Working Committee • Risk Management Committee • Corporate Social Responsibility Committee • Information Technology Strategy Committee

	<ul style="list-style-type: none"> • Lending Committee <p>D. <u>Tata Asset Management Private Limited</u></p> <p>Member</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Board Executive Committee
Shareholding in the Company	Nil
Relationship with other directors, manager or key managerial personnel, if any	None
Last drawn remuneration	Nil*
Remuneration sought to be paid	Nil*

**Since Mr. Rajiv Sabharwal is the Managing Director & CEO of Tata Capital Limited, the holding company, he does not draw any remuneration from the Company.*