

TATA CLEANTECH CAPITAL LIMITED

Extraordinary General Meeting

Thursday, September 14, 2023, 02:00 p.m. to 02:10 p.m.

Ms. Varsha Purandare, Independent Director:

Dear Members,

Good Afternoon

I welcome you all to the Extraordinary General Meeting (“EGM”) of Tata Cleantech Capital Limited.

In compliance with the Circulars issued by MCA for holding of EGM through Video Conference (“VC”) and the relevant provisions of the Companies Act, 2013 (“Act”), this EGM is being held through VC via Microsoft Teams.

This EGM is being held at a shorter notice based on the consent for shorter notice received from 100% of the Members entitled to vote at the Meeting.

The requisite quorum being present, I call this Meeting to order.

We have, Mr. Sujit Kumar Varma, Independent Director, Mr. Lodewijk Govaerts, Non-Executive Director, Mr. Rajiv Sabharwal, Non-Executive Director and Mr. Manish Chourasia, Managing Director attending this EGM. We also have the Head – Internal Audit and the representative of the Statutory Auditors attending this EGM. 4The Secretarial Auditors, citing pre-occupation, have requested for exemption from attending the meeting, which has been granted.

The Company has received Authorized Representation for 36,97,24,934 Equity Shares of the Face Value of Rs. 10/- each, representing 80.50% of its total paid-up Equity Share Capital from Tata Capital Limited, the holding company and 8,95,60,699 Equity Shares of the Face Value of Rs. 10/- each, representing 19.50% of its total paid-up Equity Share Capital from International Finance Corporation.

The relevant statutory registers and the documents as prescribed under the Companies Act, 2013 (“the Act”) / Secretarial Standards are made available for inspection through electronic mode during the meeting. The Members can inspect the same by sending a request at the designated e-mail address mentioned in the Notice.

With the permission of the Members, I wish to take the Notice convening this Meeting, which has already been circulated, as read.

All Members:

Yes.

Ms. Varsha Purandare:

Thank you. I take the Notice as read.

The objectives and implications of the Resolutions set out in the said Notice and proposed to be passed at this EGM, is as under:

Resolution No. 1:

Pursuant to Regulation 23(6) of the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non – Convertible Securities) Regulations, 2021 (“NCS Regulations”), an issuer shall ensure that its Articles of Association (“AOA”) requires its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub – regulation (1) of Regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993 (“Debenture Trustees Regulations”), as a Director on its Board of Directors.

In view of the above, it is proposed to amend the existing AOA of the Company, by inserting an Article in AOA for appointment of Director nominated by the Debenture Trustee.

I now request a Member to propose and another Member to second the Resolution at Item No. 1.

Resolution No. 1: Amendment to the Articles of Association of the Company

The Resolution has been proposed by [pause].

Mr. Behzad Bhesania

Behzad

Ms. Varsha Purandare:

and seconded by [pause].

Mr. Sarita Kamath

Sarita

I now put the following Resolution at Item No. 1 of the Notice to vote as a Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

Since the business of the Meeting is completed, I hereby declare the meeting as concluded.

All Members and Directors present:

Thank you.