



TATA CLEANTECH CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013
Corporate Identity Number: U65923MH2011PLC222430
Tel: (022) 6606 9000; Fax: (022) 6656 2699
Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF TATA CLEANTECH CAPITAL LIMITED will be held, at a shorter notice, on Tuesday, December 20, 2022, at 4:30 p.m., through Video Conferencing via Microsoft Teams, to transact the following special businesses:

1. To approve the borrowing limits of the Company

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

“**RESOLVED** that in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on August 26, 2019 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as “the Board”) for borrowing, from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of its paid-up capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose and Securities Premium, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs. 15,000 crore (Rupees Fifteen Thousand crore only).”

“**RESOLVED FURTHER** that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

2. To create charge on the assets of the Company

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

“**RESOLVED** that in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on August 26, 2019 and pursuant to provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, as

amended from time to time, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as "the Board") for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with the power to take over the management of the Company in certain events, to or in favor of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, rupee denominated bonds and other instruments of an outstanding aggregate value not exceeding Rs. 15,000 crore (Rupees Fifteen Thousand crore only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board be and are hereby severally authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

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

Rajesh Gosia
Company Secretary

Date: December 16, 2022

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 businesses stated under Item No. 1 and Item No. 2 is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 8, 2020 read with the various Circulars issued by MCA in this regard and Circular No. 3/2022 dated May 5, 2022, permitted the holding of the EGM 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorized representatives to attend the EGM 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 December 16, 2022.
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
8. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.
9. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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.

11. 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.
12. In case a Poll on any item is demanded by the Members at the EGM, 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 (“the Act”) and the Rules framed thereunder, sets out all material facts relating to the businesses mentioned under Item Nos.1 and 2 of the accompanying Notice dated December 16, 2022

Item Nos. 1 and 2:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a General Meeting, borrow monies, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. The Members, at the Extraordinary General Meeting of the Company held on August 26, 2019, had accorded their consent to the Board of Directors for borrowing up to an outstanding amount of Rs. 10,000 crore.

The closing debt position of the Company as on September 30, 2022 was Rs.8,262 crore and it is expected to go upto approx. Rs. 11,000 crore by March 31, 2023 considering the book growth and investments. To meet the long term funding requirements as also to provide for the issue of any debt or debt related instruments, it is necessary to increase the present borrowing limit of the Company from Rs. 10,000 crore to an amount of Rs. 15,000 crore.

The said borrowings may be secured by way of charge / mortgage / hypothecation on the Company’s assets in favor of the financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, etc. Since the documents to be executed between the Security holders / Trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary for the Company to pass a Special Resolution under Section 180(1) (a) of the Companies Act, 2013, consenting to the creation of the said mortgage or charge or hypothecation for outstanding amount not exceeding Rs. 15,000 crore.

The Board of Directors of the Company at its Meeting held on October 20, 2022 had approved the increase in the borrowing limits of the Company from Rs. 10,000 crore to Rs. 15,000 crore subject to the approval of the Members of the Company.

The approval of the Members is, therefore, being sought by way of a Special Resolution, pursuant to Section 180(1) (a) and 180 (1) (c) of the Companies Act, 2013, to increase the limit for outstanding borrowings from Rs. 10,000 crore to Rs. 15,000 crore.

The Directors recommend the Special Resolutions at Item Nos. 1 and 2 of the accompanying Notice for approval of the Members of the Company.

Since these Resolutions pertain to borrowing of monies and creation of charges, that could, *inter alia*, be availed from / created in favor of Tata Capital Limited (“TCL”), the holding company, Mr. Rajiv Sabharwal, Director of the Company is deemed to be interested in the above resolution, since he is also the Managing Director & CEO of TCL.

It may be noted that Ms. Varsha Purandare, Director of the Company is also Director of TCL, the holding company, but do not hold, either individually or along with the other Directors of the Company and their respective relatives, 2% or more of the paid-up equity share capital of TCL. None of the relatives of the aforementioned Directors or the KMPs or other Directors or their relatives, are concerned or interested in the passing of the Resolutions at Item Nos. 1 and 2.

By Order of the Board of Directors
Tata Cleantech Capital Limited

Mumbai, December 16, 2022

Rajesh Gosia
Company Secretary

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