

TATA CLEANTECH CAPITAL LIMITED

Extraordinary General Meeting

Wednesday, August 10, 2022, 12:30 p.m. to 12.47 p.m.

Ms. Varsha Purandare, Chairperson:

Dear Members,

Good Morning

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

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.

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has permitted the holding of the EGM through Video Conference (“VC”) / Other Audio Visual Means, without the physical presence of the Members at a common venue. In compliance with the Circulars issued by MCA for holding of EGM through VC and the relevant provisions of the Companies Act, 2013 (“Act”), this EGM is being held through VC via Microsoft Teams

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

We have, Ms. Padmini Khare Kaicker, Independent Director, Mr. Sujit Kumar Varma, Independent Director, Mr. Lodewijk Govaerts, Non-Executive Director and Mr. Manish Chourasia, Managing Director of the Company attending this EGM. Mr. Rajiv Sabharwal, Non-Executive Director could not be present for the meeting since he is pre-occupied. We also have the representative of the Statutory Auditors and the Head - Internal Audit attending this EGM. The Statutory Auditors 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 Resolution set out in the said Notice and proposed to be passed at this EGM, is as under:

Resolution No. 1:

The Board of Directors, had vide Circular Resolution passed on April 06, 2022 approved the appointment of Mr. Lodewijk Govaerts, as a Non-Executive Director of the Company, subject to the receipt of his Director Identification Number (“DIN”), prior written approval of the Reserve Bank of India (“RBI”) and the approval of the Members of the Company.

The Ministry of Corporate Affairs allotted the DIN No. 0009581838 on April 22, 2022 to Mr. Govaerts. Further, RBI approved the appointment of Mr. Govaerts as a Non-Executive Director of the Company, vide its letter dated July 13, 2022. Accordingly, the Board of Directors, at its Meeting held on July 20, 2022, approved the appointment of Mr. Govaerts as an Additional Director of the Company, with effect from July 21, 2022 to hold office up to the date of the next Annual General Meeting of the Company, subject to the approval of the Members of the Company.

The Company has received a Notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Govaerts as a Director of the Company. Accordingly, it is proposed to appoint Mr. Govaerts as a Non - Executive Director of the Company with effect from July 21, 2022.

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

Resolution No. 1: Appointment of Mr. Lodewijk Govaerts as a Non-Executive Director of the Company

The Resolution has been proposed by [pause].

Mr. Manish Chourasia:

Manish

Ms. Varsha Purandare:

and seconded by [pause].

Mr. Avijit Bhattacharya:

Avijit

I now put the following Resolution at Item No. 1 of the Notice to vote as an Ordinary 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.