

TATA CLEANTECH CAPITAL LIMITED

Extraordinary General Meeting

Tuesday, December 20, 2022, 04:30 p.m. to 04.55 p.m.

Ms. Padmini Khare Kaicker, Independent Director:

Dear Members,

Good Evening

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 and Mr. Rajiv Sabharwal, Non-Executive Director attending this EGM. Ms. Varsha Purandare, Independent Director and Mr. Manish Chourasia, Managing Director of the Company, could not be present for the EGM since they are pre-occupied. We also have the Head - Internal Audit and the representative of the Statutory Auditors attending this EGM. The 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. Padmini Khare Kaicker:

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 Nos. 1 and 2:

To meet the long term funding requirements of the Company and also to provide for the issue of any debt, debt related instruments in the Indian and / or international market, it is necessary to increase the present borrowing limits of the Company from Rs. 10,000 crore to an amount of Rs. 15,000 crore. Further, the said borrowings may be secured by way of charge / mortgage / hypothecation of the Company's assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, etc. Therefore, it is necessary for the Company to create the said mortgage or charge or hypothecation for outstanding amount not exceeding Rs. 15,000 crore.

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

Resolution No. 1: To approve the borrowing limits of the Company

The Resolution has been proposed by [pause].

Mr. Kiran Joshi

Kiran

Ms. Padmini Khare Kaicker:

and seconded by [pause].

Mr. Behzad Bhesania

Behzad

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.

Resolution No. 2: To create charge on the assets of the Company

The Resolution has been proposed by [pause].

Ms. Sarita Kamath
Sarita

Ms. Padmini Khare Kaicker:

and seconded by [pause].

Mr. Behzad Bhesania
Behzad

I now put the following Resolution at Item No. 2 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.