



**TATA CLEANTECH CAPITAL LIMITED**

**Registered Office:** 11<sup>th</sup> 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](http://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 Thursday, September 14, 2023, at 02:00 p.m., through Video Conferencing via Microsoft Teams, to transact the following special business:

**1. Amendment to the Articles of Association 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 pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), including any statutory modifications or re-enactment thereof for the time being in force, and the Rules framed thereunder, as amended from time to time and subject to the approval of such other statutory or regulatory authority, as may be applicable, the approval of the Members of the Company, be and is hereby accorded, for inserting the following Article 132 in the Articles of Association (“AOA”), after the existing Article 131 and the remaining Articles appearing in the AOA be re-numbered accordingly:

Director nominated by Debenture Trustee	132.	The Board of Directors of the Company shall appoint the person nominated by the Debenture Trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as may be amended from time to time) as a Nominee Director of the Company at the earliest from the date of receipt of nomination from the Debenture Trustee and within the time period as specified under Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable provisions or regulations and modifications, including any amendments thereto.
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A Nominee Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. The Director nominated by the Debenture Trustee shall not be liable to retire by rotation nor required to hold any qualification shares.

**“RESOLVED FURTHER** that the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed proper, necessary, or expedient, including filing of the requisite forms with Registrar of Companies (“ROC”), Mumbai, Maharashtra or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to do such acts, deeds and things that may be required for the purpose of alteration of the AOA of the Company that may be suggested by the ROC, Mumbai or such other statutory authorities in the implementation of the aforesaid resolution.”

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

**Sd/-**

**Rajesh Gosia**  
**Company Secretary**

Mumbai, September 13, 2023

**Registered Office:**

11<sup>th</sup> 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. 1 is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 (collectively referred to as MCA Circulars), 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, 11<sup>th</sup> 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](mailto: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 September 13, 2023.
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 Companies Act, 2013 .
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 registers and documents 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](mailto: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](mailto: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 business mentioned under Item No. 1 of the accompanying Notice dated September 13, 2023:

### **Item 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. Further, the issuer whose debt securities are listed shall amend its AOA, to comply with the above provision, on or before September 30, 2023.

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, as stated in the Resolution annexed to the Notice.

Pursuant to Section 14 of the Act, any alteration in the AOA of the Company requires the consent of the Members by way of a Special Resolution.

A copy of the Articles of Association of the Company, with the proposed alterations, shall be open for inspection by the Members at the Registered Office of the Company, during normal business hours on all working days, up to the date of the Meeting. The Members can send a request to the Company at the following email id: [gosia.rajesh@tatacapital.com](mailto:gosia.rajesh@tatacapital.com). The Board recommends the Special Resolution at Item No.1 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No. 1 of the Notice.

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

**Sd/-**

**Rajesh Gosia**  
**Company Secretary**

Mumbai, September 13, 2023

### **Registered Office:**

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