NOTICE

Notice is hereby given that the 26th Annual General Meeting of **Shapoorji Pallonji Finance Private Limited** will be held on Thursday, December 31, 2020 at 12 Noon at the Registered Office of the Company at SP Centre, Courtyard 10B, 41/44 Minoo Desai Marg, Colaba, Mumbai – 400 005 to transact the following business:

ORDINARY BUSINESS:

Item No. 1:

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

Item No. 2:
Appointment of Mr. Mahesh Tahilyani as a Director

To consider, and if thought fit, to pass the following resolution, with or without modifications, if any, as an Ordinary Resolution:-

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') Mr. Mahesh Tahilyani (DIN-01423084), who was appointed as an Additional Director (SP Nominee) of the Company with effect from February 10, 2020, by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in accordance with the provisions of Section 161 of the Act, be and is hereby appointed as a Director of the Company."

Item No. 3:
Appointment of Mr. Manish Jain as a Director

To consider, and if thought fit, to pass the following resolution, with or without modifications, if any, as an Ordinary Resolution:-

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') Mr. Manish Jain (DIN- 02578269), who was appointed as an Additional Director (SSG Nominee) of the Company with effect from March 23, 2020, by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in accordance with the provisions of Section 161 of the Act, be and is hereby appointed as a Director of the Company."

Item No. 4:
Approval of Annual Operating Plan of the Company for FY 2020-2021

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as an Ordinary Resolution:

"**RESOLVED** that pursuant to the provisions of the Articles of Association of the Company, the Annual Operating Plan of the Company for the financial year 2020-2021 be and is hereby approved."

On behalf of the Board of Directors
Shapoorji Pallonji Finance Private Limited

Preeti Chhabria

Preeti Chhabria
Company Secretary & Compliance Officer
Membership No.- A18180

REGISTERED OFFICE:
SP Centre, Courtyard 10B,
41/44 Minoo Desai Marg,
Colaba, Mumbai – 400 005.
Date: December 10, 2020

NOTES:

- ***A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the General Meeting.***

- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- Members are requested to notify the Company immediately, of any change in their address.
- Members are requested to bring their copy of the Annual Report to the Meeting.

- Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.

- Please address all your correspondences to:

  SHAPOORJI PALLONJI FINANCE PVT. LTD.
  SP CENTRE, COURTYARD 10B,
  41/44 MINOO DESAI MARG,
  COLABA, MUMBAI - 400 005.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of special business to be transacted at the 26th Annual General Meeting.

Item No. 2: Appointment of Mr. Mahesh Tahilyani as Director

The Board of Directors at their Meeting held on February 7, 2020 has appointed Mr. Mahesh Tahilyani as an Additional Director (SP Nominee) w.e.f. February 10, 2020 who in accordance with the provisions of the Section 161 of the Companies Act, 2013 ('the Act') holds office uptil the date of this Annual General Meeting.

It is proposed to appoint Mr. Mahesh Tahilyani as a Director of the Company in accordance with the provisions of Sections 149 and 152 of the Act.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for the approval of members.

Except Mr. Mahesh Tahilyani, Director of the Company, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in this item of business.

Item No. 3: Appointment of Mr. Manish Jain as Director

The Board of Directors have appointed Mr. Manish Jain as an Additional Director (SSG Nominee Director) w.e.f. March 23, 2020 who in accordance with the provisions of the Section 161 of the Companies Act, 2013 ('the Act') holds office uptil the date of this Annual General Meeting.

It is proposed to appoint Mr. Manish Jain as a Director of the Company in accordance with the provisions of Sections 149 and 152 of the Act.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of members.

Except Mr. Manish Jain, Director of the Company, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in this item of business.

Item No. 4: Annual Operating Plan of the Company

Pursuant to the Articles of Association of the Company (encompassing the relevant clauses of the Shareholders Agreement entered amongst Shapoorji Pallonji And Co. Pvt. Ltd., the Holding Company of the Company, Investment Opportunities IV Pte. Ltd. (SSG) and the Company), the Company is required to have an Annual Operating Plan approved by the Members of the Company.

The Annual Operating Plan of the Company for the financial year 2020-2021 enclosed along with the Notice is also available for inspection during the business hours with the Key Managerial Personnel of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this item of business.

On behalf of the Board of Directors
Shapoorji Pallonji Finance Private Limited

Preeti Chhabria

Preeti Chhabria
Company Secretary & Compliance Officer
Membership No.- A18180

REGISTERED OFFICE:
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Date: December 10, 2020