N O T I C E

Notice is hereby given that an Extraordinary General Meeting of the Members of Shapoorji Pallonji Finance Private Limited will be held on Tuesday, May 25, 2021 at 3:00 p.m. through Webex / Video Conferencing Means to transact the following special business:

1. **Approval for Issuance of Debt Securities on Private Placement basis during the FY 2021-22**

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

   "RESOLVED that pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, the approval of the Members of the Company be accorded to authorise the Board of Directors of the Company (including any Committee of the Board authorized in this regard) to borrow from time to time, by way of Debt Securities including Debentures but not limited to bonds, subordinated debentures and / or other debt securities, etc; on a private placement basis, whether secured or unsecured, listed or unlisted, convertible or non-convertible to be issued at par / premium / discount, for an amount not exceeding Rs. 700 Crores, in one or more tranches, during the financial year 2021-2022 on such terms and conditions as the Board (including Committee thereof authorized in this regard) may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said debt securities be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

   FURTHER RESOLVED that the approval of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. **Amendment of the Articles of Association**

   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 all other applicable provisions, if any of the Companies Act, 2013 read with the applicable rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Articles of Association placed before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the Regulations contained in the existing Articles of Association of the Company.

   FURTHER RESOLVED that the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board has constituted or hereinafter constitute) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, including making necessary filings with requisite fees, and with power to settle questions, difficulties or doubts that may arise in this

regard without requiring the Board to secure any further approval of the members of the Company."

Date: April 30, 2021

Registered Office:

SP Centre, Courtyard 10B, 41/44 Minoo Desai Marg, Colaba, Mumbai – 400 005.

CIN: U65920MH1994PTC077480

For Shapoorji Pallonji Finance Private Limited

Preeti Chhabria

Preeti Chhabria
Company Secretary & Compliance Officer
Membership No. A18180

Note:-

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

b. 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.

c. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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.

d. The meeting shall be conducted through Video Conferencing means/ Webex in compliance with the provisions of Circulars dated April 8, 2020, April 14, 2020 and December 31, 2020 issued by the Ministry of Corporate Affairs;

e. The details for participating in the Meeting through Video Conferencing means / Webex are:- https://shapoorjipallonji.webex.com/shapoorjipallonji/j.php?MTID=m7a449eb7fa0ca0e9da86fa681de0d191 Meeting number: 156 462 7081 Password: spfpl

f. Members are requested to notify the Company immediately, of any change in their address.

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

h. Please address all your correspondences to the Registered Office of the Company.

Annexure to the Notice dated April 30, 2021

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 Extraordinary General Meeting.

1. **Approval for Issuance of Debt Securities on Private Placement basis during the FY 2021-22**

   In terms of Section 42 of the Companies Act, 2013 and Rules framed thereunder, a Company shall not make private placement of its debt securities unless the proposed offer of debt securities or the invitation to subscribe to debt securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation for offer of Debentures, Bonds, Subordinated bonds and other debt securities, the Company can pass a Special Resolution once a year for all the offers or invitations to be made for such debt securities during the year. In order to augment resources for, *inter alia*, the financing business of the Company and for general corporate purposes, the Company may offer or invite subscription for debt securities by way of Debentures but not limited to bonds, subordinated debentures, and / or other debt securities, etc on a private placement basis, whether secured or unsecured, listed or unlisted, convertible or non-convertible to be issued at par / premium / discount. The Company seeks to pass an enabling Resolution to borrow funds from time to time by offer of debt securities including Debentures but not limited to bonds, subordinated debentures, and / or other debt securities, etc of the Company on a private placement basis, whether secured or unsecured, listed or unlisted, convertible or non-convertible to be issued at par / premium / discount, for an amount not exceeding Rs. 700 Crores, in one or more tranches, during the financial year 2021-2022.

   Accordingly, the consent of the Members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice.

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

2. **Amendment of the Articles of Association**

   Pursuant to the Share Purchase Agreement dated March 31, 2021 and other incidental Agreements amongst Investment Opportunities IV Pte. Ltd. (SSG), Shapoorji Pallonji And Co. Pvt. Ltd. (SPCPL), Farmride Private Limited and the Company, there has been transfer of 72,494,074 equity shares of Rs. 10/- each of the Company (representing not more than 25.000% of the paid-up capital of the Company) from SSG to Farmride Private Limited and termination of the Shareholders Agreement (SHA) entered in April 2017 amongst the Company, SSG and SPCPL. Accordingly, it is proposed to amend the Articles of Association of the Company to reflect above and have the extant provisions relating to the rights, etc of the members.

   The existing and the proposed Articles of Association of the Company are available for inspection during the business hours at the Registered Office of the Company.

   Pursuant to the provisions of Section 14 of the Companies Act, 2013 and Rules framed thereunder, any amendment of the Articles of Association requires the approval of the Members of the Company by means of Special Resolution.

   The Board recommends the Special Resolution as set out in Item No. 2 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 the Resolution set out at Item No. 2 of the Notice.

Date: April 30, 2021

Registered Office:

SP Centre, Courtyard 10B, 41/44 Minoo Desai Marg, Colaba, Mumbai – 400 005.

CIN: U65920MH1994PTC077480

For Shapoorji Pallonji Finance Private Limited

Preeti Chhabria

Preeti Chhabria
Company Secretary & Compliance Officer
Membership No. A18180