NOTICE

Notice is hereby given that the 27th Annual General Meeting of Shapoorji Pallonji Finance Private Limited will be held on Thursday, September 30, 2021 at 3:00 p.m. through video conferencing / audio video means 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, 2021, the Reports of the Board of Directors and Auditors thereon.

Item No. 2

Appointment of Statutory Auditors of the Company

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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and RBI Guidelines for Appointment of Statutory Auditors dated April 27, 2021, the Company hereby appoint M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Registration No.105049W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 30th AGM of the Company to be held in the financial year 2024-2025 in accordance with the provisions of the RBI Guidelines on Appointment of Statutory Auditors, at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors."

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: September 7, 2021

Annexure to the Notice dated September 7, 2021
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Business Item No. 2 to be transacted at the 27th Annual General Meeting.

Appointment of Statutory Auditors of the Company

M/s. Walker Chandiok & Co. LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company on March 15, 2021 to hold the office of the Auditors upto the conclusion of 27th AGM of the Company.

The Reserve Bank of India on April 27, 2021 has issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) {RBI Guidelines} and pursuant to which the Statutory Auditors can be appointed for a period of continuous 3 years subject to their consent and fulfillment of the eligibility criteria as specified by RBI in the RBI Guidelines including but not limiting to the asset size of the Company, number of full time partners, joint audit and allocation of work for companies with asset size of Rs. 15,000 Crores and above, tenure and rotation, permissible number of audits of NBFCs, etc). M/s. Walker Chandiok & Co. LLP, Chartered Accountants, the Auditors of the Company shall hold the office till the conclusion of the 27the AGM of the Company. However, they have expressed their inability to be re-appointed as the Statutory Auditors of the Company for a further tenure of 2 Years due to non-fulfilment of the criteria in respect of permissible number of audits of NBFCs as specified in the RBI Guidelines.

It is proposed to appoint M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Registration No.105049W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (27th AGM) till the conclusion of the 30th AGM of the Company to be held in the financial year 2024-2025 in accordance with the provisions of the RBI Guidelines.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 2 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. 2 of the Notice.

For and on behalf of the Board
Shapoorji Pallonji Finance Private Limited

Preeti Chhabria

Preeti Chhabria
Company Secretary
Membership No. ACS 18180

Date: September 7, 2021
Registered Office:
SP Centre, Courtyard 10B, 41/44
Minoo Desai Marg, Colaba,
Mumbai – 400 005.
CIN: U65920MH1994PTC077480

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 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.

- The meeting shall be conducted through Video Conferencing means/ Webex in compliance with the provisions of Circulars dated April 8, 2020, April 14, 2020, December 31, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs;

- The details for participating in the Meeting through Video Conferencing means / audio video means are:-
  https://us02web.zoom.us/j/84709609289?pwd=SG5RK0lBSm1Lb3QwN05uQTMyQVJUdz09
  Meeting ID: 847 0960 9289
  Passcode: 564955

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

- Please address all your correspondences to:

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

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

Preeti Chhabria

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