NOTICE

Notice is hereby given that the **28th Annual General Meeting** of **Shapoorji Pallonji Finance Private Limited** will be held on Friday, September 30, 2022 at 3:00 p.m. 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, 2022, the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

Item No. 2

Approval for Issuance of Debt Securities on Private Placement basis during the FY 2022-23

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, rated or unrated to be issued at par / premium / discount, for an amount not exceeding Rs. 1000 Crores, in one or more tranches, during the financial year 2022-2023 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."

Item No. 3

Appointment of Mr. Vinod Bhandawat 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. Vinod Bhandawat (DIN-02873571), who was appointed as an Additional Director (SP Nominee) of the Company with effect from August 25, 2022, 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."

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

Preeti Chhabria

Preeti Chhābria
Company Secretary & Compliance Officer
Membership No. A18180

REGISTERED OFFICE:
SP Centre, Courtyard 10B,
41/44 Minoo Desai Marg,
Colaba, Mumbai – 400 005.
Date: August 25, 2022

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.

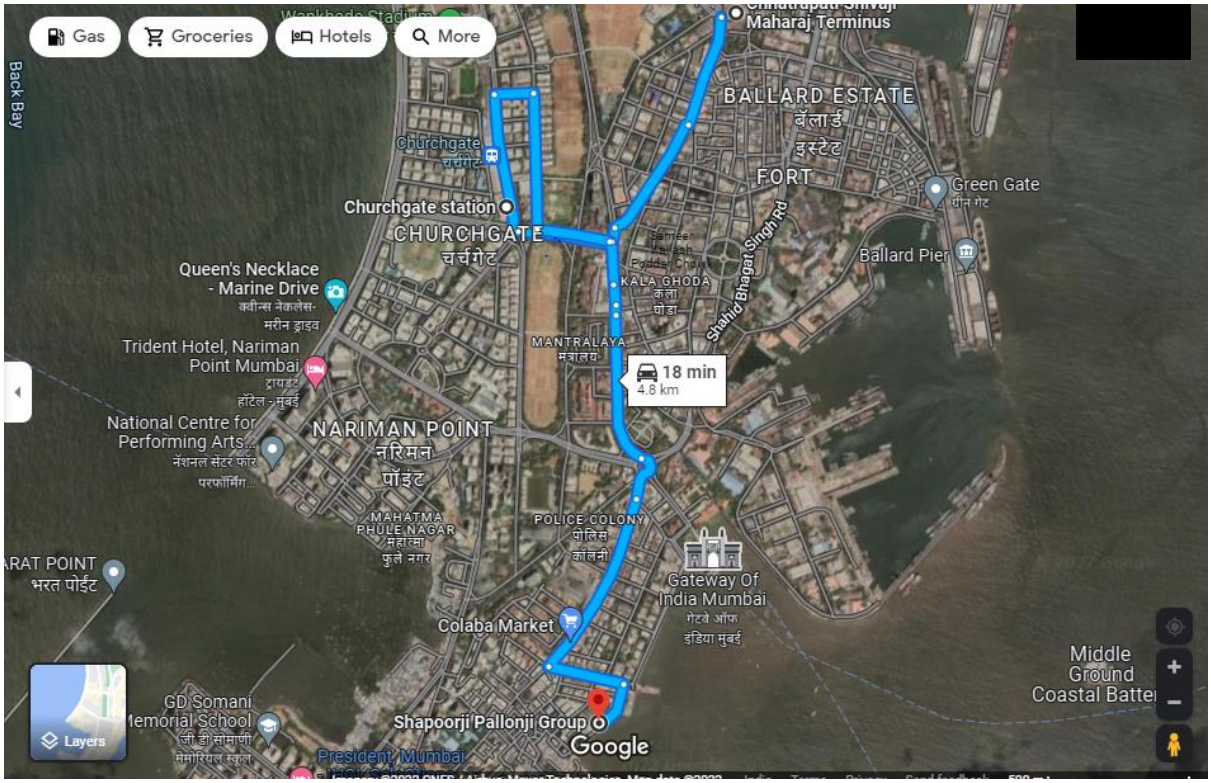
- Members are requested to notify the Company immediately, of any change in their address.
- Members are requested to bring their copy of the Annual Report to the Meeting.

- 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.

- Please address all your correspondences to:

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

Venue Map of the **28th Annual General Meeting** of **Shapoorji Pallonji Finance Private Limited** to be held on Friday, September 30, 2022 at 3.00 p.m. (IST) at the Registered Office of the Company at SP Centre, Courtyard 10B, 41/44 Minoo Desai Marg, Colaba, Mumbai – 400 005.



Annexure to the Notice dated August 25, 2022

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 28th Annual General Meeting.

Item No. 2

Approval for Issuance of Debt Securities on Private Placement basis during the FY 2022-23

In accordance with the provisions 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, rated or unrated to be issued at par / premium / discount, for an amount not exceeding Rs. 1000 Crores, in one or more tranches, during the financial year 2022-2023.

Accordingly, the consent of the Members is sought for passing a Special 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.

Item No. 3

Appointment of Mr. Vinod Bhandawat as Director

The Board of Directors have appointed Mr. Vinod Bhandawat as an Additional Director (SP Nominee) w.e.f. August 25, 2022 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. Vinod Bhandawat 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. Vinod Bhandawat, 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.

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: August 25, 2022

Shapoorji Pallonji Finance Private Limited Corporate Identity No. (CIN) – U65920MH1994PTC077480 Registered office: SP Centre, Courtyard 10B, 41/44 Minoo Desai Road, Colaba, Mumbai – 400 005. Tel: +91 22 67492602 Fax:+91 22 6633 8176 https://www.shapoorjipallonjifinance.com/	**PROXY FORM** *[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014*]*

Folio No./ Depository A/c No. _____

I/We, being the member (s) of ..... Shares of the above named company, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature ....., or failing him	Signature ....., or failing him	Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 3:00 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Signed this..... day of..... 2022

Affix Revenue Stamp

Signature of shareholder:_____

Signature of Proxy holder(s):_____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Pls see overleaf

Sr. No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements for FY 2021-22 together with the Reports of the Board and Auditors thereon		
Special Business			
2.	Approval for the Issuance of Debt Securities of the Company upto Rs. 1000 Crores on Private Placement basis during the FY 2022-23.		
3.	Approval for the Appointment of Mr. Vinod Bhandawat as Director of the Company.		