

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Shapoorji Pallonji Finance Private Limited will be held on Thursday, May 30, 2024, at 3:00 p.m. at the Registered Office of the Company at S P Centre, Courtyard 10B, 41/44 Minoo Desai Marg, Colaba, Mumbai-400005 to transact the following special business:-

1. Approval for amendment of Clause IIIB of the Memorandum of Association relating to matters for furtherance of the objects specified in Clause III A of the Memorandum 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the Rules framed there under, the consent of the Members of the Company be and is hereby accorded subject to the approval of the Registrar of Companies, Mumbai to include the following objects as sub-clause No. 98 and 99 after sub-clause 97 under Clause III B of the Memorandum of Association of the Company relating to ‘matters for furtherance of the objects specified in Clause III A’ as under:-

98. To use digital or brick-mortar channels of credit delivery, digital technologies, technology driven / tech enabled platforms/ applications/ software, data analytics, automated process, etc; or a combination of physical / traditional and digital model, as permissible under the applicable laws from time to time in connection with the furtherance of the main object and business and other incidental / ancillary business in relation thereto;
99. To carry on business of supply chain finance including co-lending with other Institutions or Body Corporates, providing software as a service, platform as a service, Tech enabled Platform / Application / Software for Financing Business including Supply Chain Finance, Co-Lending, etc; and to provide incidental or ancillary or connected services using technology or otherwise for underwriting, financial, credit, technical and monitoring analysis, etc; to banks, financial institutions, non-banking financial companies, corporates, etc; but the company shall not do banking business as defined in Banking Regulation Act, 1949.

FURTHER RESOLVED that the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

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

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

CIN: U65920MH1994PTC077480

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

Shapoorji Pallonji Finance Private Limited

Registered & Corporate Office:

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

(T) +91 22 67490000 (F) +91 22 66338176 Desai Marg, Colaba, Mumbai - 400 005, India

CIN: U65920MH1994PTC077480 A18180

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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 50 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.
- d. The route map showing directions to reach the venue of the Extra Ordinary General Meeting is annexed herewith the Notice.
- e. All documents referred to in the Notice viz, the existing and proposed Memorandum of Association, shall be open for inspection at the Registered Office of the Company during business hours on all working days between 11.00 a.m. to 1.00 p.m. (Monday to Friday) up to the date of Extra Ordinary General Meeting of the Company.
- 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:

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

Shapoorji Pallonji Finance Private Limited

Registered & Corporate Office:

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

(T) +91 22 67490000 (F) +91 22 66338176

CIN: U65920MH1994PTC077480



Venue Map of the **Extra-Ordinary General Meeting of Shapoorji Pallonji Finance Private Limited** to be held on Thursday, May 30, 2024 at 03:00 p.m. at the Registered Office of the Company at SP Centre Courtyard 10B, 41/44 Minoo Desai Marg, Colaba, Mumbai – 400 005.



Shapoorji Pallonji Finance Private Limited

Registered & Corporate Office:

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Annexure to the Notice dated May 30, 2024

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 amendment of Clause III B of the Memorandum of Association relating to matters for furtherance of the objects specified in Clause III A of the Memorandum of Association.

Given the thrust to digital channels of credit delivery, digital offering by using digital technologies, technology driven / tech enabled platforms / applications / software, etc; for financing and lending needs of customers including activities connected with / associated with or incidental and ancillary to financing business like credit worthiness, customer service, data analytics, etc; the Board of Directors of the Company at their Meeting held on April 23, 2024, has decided to explore the digital mode / channel of credit delivery in combination with brick-mortar channel mode for its existing business of financing either directly through its own digital platforms / tech enabled platforms / applications, etc; or otherwise; and to provide incidental or ancillary or connected services using technology or otherwise for underwriting, financial, credit, technical and monitoring analysis, etc;

The Board of Directors of the Company are of the view that the above shall enable the Company to carry on its business more efficiently, to attain its main purpose by improved means and can advantageously be combined with the main business of the Company relating to financing.

Accordingly, the Board of Directors have passed the Resolution for amendment of Clause III B of the Memorandum of Association (MoA) relating to matters for furtherance of the objects specified in Clause III A of MoA subject to necessary approvals in accordance with the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder.

Pursuant to the provisions of Section 13 of the Companies Act, 2013 and Rules framed thereunder, any amendment of the Memorandum of Association requires the approval of the Members of the Company by means of Special Resolution.

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

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

None of the Directors or the 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.

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

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

**Company Secretary & Chief Compliance Officer
Membership No.- A18180**

Preeti Chhabria
Preeti Chhabria

CIN: U65920MH1994PTC077480
Shapoorji Pallonji Finance Private Limited

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CIN: U65920MH1994PTC077480



<p>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/</p>	<p>PROXY FORM <i>[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]</i></p>
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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 Extraordinary General Meeting of the Company, to be held on Thursday, May 30, 2024 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..... 2024



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
Special Business			
1.	Approval for amendment of Clause III B of the Memorandum of Association		