

VOLKSWAGEN FINANCE PRIVATE LIMITED

REGISTERED OFFICE

VOLKSWAGEN FINANCE PRIVATE LTD.
CIN - U65999MH2009FTC189640
3rd Floor, A wing, Silver Utopia,
Cardinal Gracious Road, Chakala,
Andheri (East), Mumbai 400 099
Email ID: vwfpcompliance.india@vwfs.com
Website: www.vwfs.co.in
TEL: +91 22 39521000
FAX +91 22 39521001

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF VOLKSWAGEN FINANCE PRIVATE LIMITED (“COMPANY”) WILL BE HELD AT SHORTER NOTICE ON MONDAY, DECEMBER 13, 2021 AT 3.00 P.M. AT THE REGISTERED OFFICE AT 3RD FLOOR, WING - A, SILVER UTOPIA CARDINAL GRACIOUS ROAD, CHAKALA, ANDHERI MUMBAI - 400099, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Special Business:

1. APPOINTMENT OF M/S. BATLIBOI & PUROHIT, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY FROM F.Y. 2021-22 UNTIL F.Y. 2023-24

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

"RESOLVED THAT pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (hereafter referred to as 'Act') (including and statutory modification(s) or re-enactments(s) thereof, for the time being in force) and pursuant to Circular dated April 27, 2021, issued by the Reserve Bank of India (RBI) on Guidelines for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of the Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ('RBI Circular'), M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act and RBI Circular, be and are hereby appointed as Statutory Auditors of the Company for a term of three consecutive years from F.Y. 2021-22 until F.Y 2023-24, to hold office from conclusion of this Extra-ordinary General Meeting till the conclusion of Fifteenth Annual General Meeting, subject to the firm satisfying the eligibility norms each year as per the RBI Circular and on such remuneration, inclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time;

VOLKSWAGEN FINANCE

PRIVATE LIMITED

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel, be and is, hereby authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary for giving effect to this Resolution.”

**By order of the Board
For Volkswagen Finance Private Limited**

**Place: Mumbai
Date: December 08, 2021**

**Jinal Visrodia
Company Secretary
Membership No. A53806**

NOTES:

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013, with respect to the special business set out in the notice is annexed.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**
3. The Meeting will be conducted at shorter notice if consent is given in writing or by electronic mode by not less than 95% of the Members entitled to vote at the Meeting prior to the time fixed for the Meeting i.e. 3.00 P.M. on December 13, 2021.
4. The proxy in order to be effective should be lodged with the Company at least 48 hours before the commencement of the Meeting.
5. Members are requested to bring the attendance slip enclosed herewith duly completed and signed. The attendance slip should be presented at the venue of the Meeting.
6. Members may kindly note that the Notice of the Meeting will also be available on the company's website www.vwfs.co.in and can be downloaded, if required, by the Member.
7. All the documents referred to in the Notice and the Explanatory statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the General Meeting of the Company i.e., December 13, 2021

VOLKSWAGEN FINANCE PRIVATE LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 RELATING TO THE BUSINESS SET OUT IN THE ACCOMPANYING NOTICE

ITEM No. 1:

The Shareholders of the Company at their Annual General Meeting held on July 16, 2019 had appointed M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company for a period of 5 years from the conclusion of Tenth Annual General Meeting until conclusion of Fifteenth Annual General Meeting.

However, pursuant to the restrictions on the number of audits a firm can undertake as prescribed under the RBI Circular, the current Statutory Auditors of the Company M/s S.R.Batliboi & Co LLP, Chartered Accountants, have informed the Company about their inability to continue as statutory auditors of the Company.

Pursuant to the RBI Circular, Non-Banking Financial Companies (NBFCs) from FY 2021-22 are required to appoint the Statutory auditors for a continuous period of 3 years, subject to the firms satisfying the eligibility norms each year. NBFCs have the flexibility to adopt these guidelines from H2 (second half) of FY 2021-22 in order to ensure that there is no disruption.

In conformity with the above guidelines, the Board of Directors of the Company at its Meeting held on November 10, 2021, upon recommendation of the Audit Committee, recommended for consideration at the General Meeting, the appointment of M/s. Batliboi & Purohit, Chartered Accountants as the Statutory Auditors of the Company for a period of three years from F.Y. 2021-22 until F.Y 2023-24.

M/s. Batliboi & Purohit, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under section 139 and 141 of the Act and as per the RBI Circular.

The Board recommends the Ordinary Resolution set out in the said resolution of the Notice for approval of Shareholders.

None of the Directors / key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise in the said resolution.

**By order of the Board
For Volkswagen Finance Private Limited**

**Place: Mumbai
Date: December 08, 2021**

**Jinal Visrodia
Company Secretary
Membership No. A53806**

Route Map for EGM of Volkswagen Finance Private Limited

Western Express Highway



Procter & Gamble
Hygiene & Health Care Limited

Cardinal Gracious Road

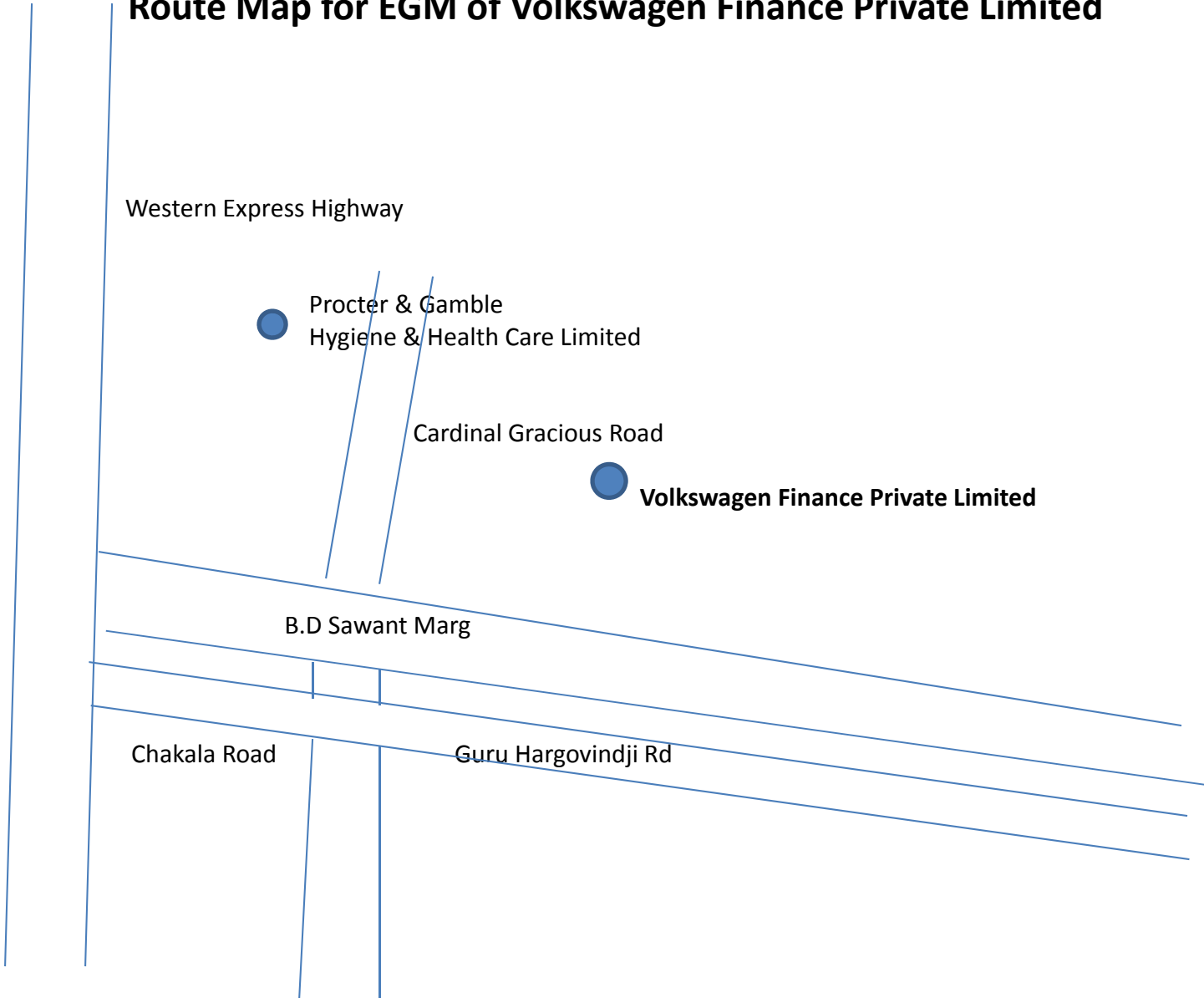


Volkswagen Finance Private Limited

B.D Sawant Marg

Chakala Road

Guru Hargovindji Rd



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65999MH2009FTC189640

Name of Company : Volkswagen Finance Private Limited

Registered Office : 3rd Floor, Wing - A, Silver Utopia, Cardinal Gracious Road, Chakala, Andheri, Mumbai- 400099

Name of member(s) :

Registered address :

E-mail ID :

Folio No/Client ID :

DP ID :

We being the member of _____ shares of the above named Company, hereby appoint

1. Name :

Address :

E-mail ID :

Signature : _____, or failing him/her

2. Name :

Address :

E-mail ID :

Signature : _____

as our proxy to attend and vote (on a poll) for us and on our behalf at the Extra-Ordinary General Meeting of the Company, to be held at shorter notice on Monday, December 13, 2021 at 3.00 P.M. (IST) at 3rd Floor, Wing-A, Silver Utopia, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai – 400099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Voting (please mention number of shares)		
		For	Against	Abstain
Special Business				
1	Appointment of M/s. Batliboi & Purohit, Chartered Accountants as Statutory Auditors of the Company from F.Y. 2021-22 until F.Y. 2023-24			

Signed this ___ day of _____ 2021

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.

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ATTENDANCE SLIP

ATTENDANCE FOR THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF VOLKSWAGEN FINANCE PRIVATE LIMITED HELD AT SHORTER NOTICE ON MONDAY, DECEMBER 13, 2021 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 3RD FLOOR, WING - A, SILVER UTOPIA, CARDINAL GRACIOUS ROAD, CHAKALA, ANDHERI (EAST), MUMBAI – 400099

Sr. No.	Name of Shareholders	Authorized Signatory(ies) on behalf of Shareholders i.e., Power of Attorney holders
1.	Volkswagen Financial Services A.G.	
2.	Volkswagen Finance Overseas B.V.	