

# VOLKSWAGEN FINANCE PRIVATE LIMITED

**REGISTERED OFFICE**

VOLKSWAGEN FINANCE PRIVATE LTD.  
CIN - U65999MH2009FTC189640  
Wework, 4<sup>th</sup> Floor, Building no. 4, North wing,  
NESCO IT Park,  
Western Express Highway, Goregaon,  
Mumbai - 400 063  
Email ID: vwfpcompliance.india@vwfs.com  
Website: www.vwfs.co.in  
TEL: +91 22 4896 4848

**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 TUESDAY, 30<sup>th</sup> APRIL, 2024 AT 3.00 P.M. AT THE REGISTERED OFFICE AT WEWORK, 4TH FLOOR, BUILDING 4, NORTH WING, NESCO IT PARK, WESTERN EXPRESS HIGHWAY, NESCO, GOREGAON EAST, MUMBAI - 400063, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

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**Special Business:****1. APPROVAL FOR AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF THE COMPANY:****To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, and any other provisions as may be applicable (including any statutory modifications and re-enactment if any thereof for the time being in force), the draft Memorandum of Association of the Company, be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** Dr. Christian Rosswag, Managing Director & CFO or Ms. Hiral Bhayani, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to sign and file necessary forms and documents with the jurisdictional Registrar of Companies and other statutory authorities and do all acts, matters, deeds and things and to execute all documents and to take all steps and give such directions, as may be necessary, required, expedient or desirable in connection with or incidental for giving effect to the above resolutions, and to comply with all other requirements in this regard.”

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

**Place: Mumbai  
Date: April 25, 2024**

**Hiral Bhayani  
Company Secretary  
Membership No. A38605**

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## NOTES:

1. Explanatory statement to be attached pursuant to Section 102(1) of the Companies Act, 2013, is attached herewith.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself 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 April 30, 2024.
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](http://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 Extra-Ordinary General Meeting of the Company i.e. April 30, 2024.

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**EXPLANATORY STATEMENT**

[Pursuant to Section 102(1) of the Companies Act, 2013]

**ITEM No. 1:**

Pursuant to cancellation of Certificate of Registration (“**CoR**”) of the Company by the RBI vide order dated December 15, 2023 and as per one of the requirements of the said RBI order, the Company is required to amend the existing main object clause of the Memorandum of Association of the Company which contains NBFC related activities. The Company now proposes to amend the main object clause of the Company to enable it to carry on the business of providing advisor services. The alteration in the main object clause also necessitates alteration in the ancillary and other objects. Hence the Board proposes to entirely amend and restate its Memorandum of Association.

As per Sections 13 of the Companies Act, 2013 approval of the shareholders is required to be accorded for alterations to its existing object clause of the Memorandum of Association by way of special resolution.

The Board of Directors recommend the resolution given in this Notice for your approval as a Special Resolution.

None of the Directors, Key managerial personnel or their relatives are in any way concerned or interested in this resolution.

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

**Place: Mumbai  
Date: April 25, 2024**

**Hiral Bhayani  
Company Secretary  
Membership No. A38605**