

VOLKSWAGEN FINANCE PRIVATE LIMITED

REGISTERED OFFICE
VOLKSWAGEN FINANCE PRIVATE LTD.
CIN - U70200MH2009FTC189640
Wework, 4th 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 FRIDAY, 05TH JULY, 2024 AT 2.30 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:

Special Business:

1. APPROVAL FOR CHANGE OF NAME

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of Central Government, consent of members of the Company be and is hereby accorded for changing the Company's name from "Volkswagen Finance Private Limited" to "Volkswagen Fiduciary Services Private Limited" which shall appear in the Memorandum and the Articles of Association of the Company.

RESOLVED FURTHER THAT any director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For Volkswagen Finance Private Limited


Hiral Bhayani
Company Secretary
Membership No. A38605



Place: Mumbai
Date: June 28, 2024

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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. 2.30 P.M. on June 28, 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 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. June 28, 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 alter its existing name.

Further, the Board of Directors of the Company intend to undertake new business opportunities which shall be in the beneficial interest of the Company. To commence such new activities, the Board proposes to change the existing name of the Company.

In order of aforesaid, the Board vide their resolution passed on Thursday, December 28, 2023 had recommended to change the name of the Company from “**Volkswagen Finance Private Limited**” to “**Volkswagen Fiduciary Services Private Limited**”.

Pursuant to the rules of the Companies (Incorporation) Rules, 2014, the Board was in receipt of letter of approval dated 16th June, 2024 from the Ministry of Corporate Affairs for availability of the proposed name “**Volkswagen Fiduciary Services Private Limited**”.

Further in compliance of Section 4 and 13 of the Companies Act, 2013 (“the Act”), read with Rule 29(2) of The Companies (Incorporation) Rules, 2014, the approval Central Government and Members of the Company by way of special resolution is solicited to enable the Board of Director to pursue necessary actions for alteration in the name clause of the Memorandum of Association and Articles of Association of the Company.

A copy of the Memorandum and Articles of Association proposed for approval is available for inspection by the members during the normal business hours on any working day at the registered office of the Company.

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The above proposal is in the interest of the Company and the Directors recommend the resolution to be passed as special resolution by the members.

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




Hiral Bhayani
Company Secretary
Membership No. A38605

Place: Mumbai
Date: June 28, 2024