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**EXTRA ORDINARY GENERAL MEETING (01/2020-21)**  
**Thursday, February 04, 2021 at 11.16 A.M. to 11.25 A.M.**

**EGM Transcript**

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Mr. Nasser Munjee, Chairman welcomed all the shareholder and participants at the Extra Ordinary General Meeting of Tata Motors Finance Solutions Limited (TMFSL) and requested Mr. Vinay Lavannis, Company Secretary- TMFL to commence the proceedings of the meeting.

**Mr. Vinay Lavannis** commenced the meeting:

Good Morning Shareholders and Other Participants

It is a pleasure to be with you for the Extra Ordinary General Meeting of Tata Motors Finance Solutions Limited (TMFSL) which is being held through video conference as per Statutory guidelines. Your Company has taken all the requisite steps to enable members to participate and vote on the items being considered at this EGM.

We have received representation letter as per Section 113 of Companies Act, 2013 from TMF Holdings Limited, holding 100% of shareholding in the Company, to appoint Ms. Ridhi Gangar as their authorized representative for the meeting.

May I request Ridhi, Authorized representative of TMF Holding Limited (100% holding company), Balaji, Shyam, Anand Bang, Samrat Gupta, Rohit Sarada, Amit Mittal, joint members along with TMF Holdings to confirm their presence (Name and their location).

May I further request Mrs. Vedika Bhandarkar, Chairperson of Audit Committee and Mr. P. S. Jayakumar Non- Executive Director and Chairperson of RMC & ALCO for this meeting to confirm their presence (Name and their location).

I wish to inform that Mr. Anindya Dhar, Manager; Mr. Neeraj Dwivedi, Company Secretary; Mr. Vinayak Deodhar, Secretarial Auditors; and Ms. Anuja More, representative of Statutory Auditors are also present in the meeting as per Statutory requirements.

**Commencement of proceedings:**

**Mr. Vinay Lavannis:**

With members' permission, since the Notice has already been circulated, I take the same as read.

Now I would like to move ahead with Agenda item as set out in the Notice.

## RESOLUTION NO: 1

### PRIVATE PLACEMENT OF NON CONVERTIBLE DEBENTURES

“**RESOLVED THAT** pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board, for making offer(s) or invitation(s) to subscribe to Non- Convertible Debentures on private placement basis during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company, as approved by the Members, from time to time subject to following limits:

1. Unsecured NCDs (Unlisted, Rated/ Unrated) up to Rs. 1000 crore (excluding already raised) (earlier approval taken for Rs. 2000 crore);
2. Unsecured NCDs (Unlisted, Rated/ Unrated) up to Rs. 2000 crore
3. Unsecured/ Secured Listed/ Unlisted Market linked Debentures up to Rs. 1000 crore
4. Unsecured/ Secured Listed NCDs (including partly paid up) up to Rs. 10 crore
5. Unsecured Listed NCDs (including partly paid up) up to Rs. 2000 crore
6. Secured Listed NCDs (including partly paid up) up to Rs. 2000 crore
7. Unsecured, redeemable, non- convertible subordinated debentures comprising as Tier II (Listed/ Unlisted) up to Rs. 100 crore
8. Unsecured, redeemable, non- convertible subordinated debentures comprising as Tier II (Listed/ Unlisted) up to Rs. 500 crore)
9. Unsecured, Non-Convertible Subordinated Perpetual Debentures comprising of Tier I and Tier II Capital (Listed/ Unlisted) up to Rs. 300 crore

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or persons as authorized by Board including any Committee thereof be and is hereby authorized to determine the price and terms of each issuance or tranche/series of the non-convertible debentures from time to time as per the prevailing market conditions.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

Before I put the resolution to vote, I invite any queries from the shareholders.

As there are no queries, May I request any member to kindly propose the resolution.....

Mr. Rohit Sarda (**Proposed**)

May I request members to second the resolution.....

Mr. Amit Mittal (**Seconded**)

The Resolution has been proposed by Mr. Rohit Sarda and seconded by Mr. Amit Mittal.

## TATA MOTORS FINANCE SOLUTIONS LIMITED

I now put the Resolution at Item No. 1 of the notice to vote as Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed unanimously.

I declare that the above resolution, as set forth in the notice, have been approved by the members through voting by show of hands and have been passed with requisite majority (Special Resolution) at this meeting. Further, I declare that requisite quorum was present throughout the meeting.

Thank You, over to Mr. Nasser Munjee, Chairman.

**Mr. Nasser Munjee, Chairman:**

We are grateful to our shareholders for attending this Extra Ordinary General Meeting by video conferencing and I hereby declare this EGM as closed.

Thank you very much for your kind cooperation.