



## **NOTICE**

**NOTICE** IS HEREBY GIVEN THAT (01/F.Y.2021-22) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF **TATA MOTORS FINANCE SOLUTIONS LIMITED** WILL BE HELD ON **TUESDAY, MAY 11, 2021 AT 10.15 A.M THROUGH VIDEO CONFRENCING FACILITY VIA MICROSOFT TEAMS** TO TRANSACT THE FOLLOWING BUSINESS:

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### **SPECIAL BUSINESS ITEM NO.1**

#### **PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES:**

To consider and thought fit to pass with or without modification the following resolution as a Special Resolution:

**“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

### **TATA MOTORS FINANCE SOLUTIONS LIMITED**

I-Think Techno Campus Building A 2nd Floor Off Pokhran Road 2 Thane West 400 601  
Tel 91 22 6181 5400 Fax 91 22 6181 5700 website [www.tmf.co.in](http://www.tmf.co.in) CIN - U65910MH1992PLC187184  
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- 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
  10. Unsecured, Non-Convertible Subordinated Perpetual Debentures comprising of Tier I and Tier II Capital (Listed/ Unlisted) up to Rs. 500 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.”



For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

*Neeraj Dwivedi*

**NEERAJ DWIVEDI**  
**Company Secretary**  
**Membership No. A20874**

Date : 08.05.2021

Place: Mumbai

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**Notes:**

1. The said Extra Ordinary General Meeting (EGM) is proposed to be held on shorter notice and relevant consent as required u/s 101 (1) of the Companies Act, 2013 have been obtained for holding the EGM on shorter notice.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated 05.05.2020 read with General Circular No. 14/2020 dated 08.04.2020 and General Circular No. 17/2020 dated 13.04.2020 has permitted and issued procedural guidelines in respect of holding of Annual General Meeting /Extra Ordinary general meetings through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the EGM of the Company is being held through Video Conference (VC) via Microsoft Teams on Tuesday, May 11, 2021 at 10.15 a.m. (IST) and Microsoft Team link (VC) to attend the meeting shall be shared with members on their registered e-mail Id's.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE, THIS EXTRA ORDINARY GENERAL MEETING (EGM) WILL BE HELD PURSUANT TO THE MCA CIRCULARS THROUGH VIDEO CONFERENCING FACILITY, PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS MEETING. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
4. The attendance of the members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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5. In pursuance of Section 113 of the Companies Act, 2013, Corporate members intending to appoint their authorized representatives to attend and to vote at this EGM are requested to send a certified true copy (PDF Format) of their Board/ Governing Body Resolution/Authorization, etc., to the Company. The said resolution/ authorization can be send to the Company addressing **Mr. Neeraj Dwivedi, Company Secretary** at e-mail: [neeraj.dwivedi@tmf.co.in](mailto:neeraj.dwivedi@tmf.co.in)
6. A Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the meeting is annexed hereunder and forms part of the Notice.
7. Since, the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote by e-mail at [neeraj.dwivedi@tmf.co.in](mailto:neeraj.dwivedi@tmf.co.in)
8. The copy of this notice shall be displayed on the website of the Company i.e. [www.tmf.co.in](http://www.tmf.co.in). Further, all relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be made available for inspection in case of any request from the members. The said request for inspection of documents can be send to Mr. Neeraj Dwivedi, Company Secretary at [neeraj.dwivedi@tmf.co.in](mailto:neeraj.dwivedi@tmf.co.in)
9. During this EGM, members may access the electronic copy of The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, by writing to the Company on [neeraj.dwivedi@tmf.co.in](mailto:neeraj.dwivedi@tmf.co.in)

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## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### **AGENDA ITEM 1:**

#### **PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES:**

The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by the Company, including the price at which such non-convertible debentures are being issued on the basis of the prevailing market conditions.

The Board of Directors at their meeting held on April 30, 2021 have given their approval for issue of Unsecured, Perpetual Bonds in the nature of Debentures ("Unsecured PDs") for an amount not exceeding Rs. 500/- Crores, to be listed on the Wholesale Debt Market (WDM) Segment of National Stock Exchange of India Limited (NSE) and/or BSE Limited (BSE) on a private placement and recommended the same for the approval of shareholders of the Company.

Hence, it is proposed to seek shareholder's approval for issue of Unsecured, Listed, Perpetual Bonds in the nature of Debentures ("Unsecured PDs") for an amount not exceeding Rs. 500/- Crores through private placement.

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Therefore, members are requested to give their approval for the said issue and re-affirm the limits as given in agenda no. 1 by passing special resolution.

The Directors or Key Managerial Persons of the Company or their respective relatives may be deemed to be concerned or interested in the Resolution at Item No. 1 to the extent of the debentures that may be subscribed to by them or by the companies / firms in which they are interested.



For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

**NEERAJ DWIVEDI**  
**Company Secretary**  
**Membership No. A20874**

Date : 08.05.2021

Place: Mumbai

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