



NOTICE

NOTICE IS HEREBY GIVEN THAT (01/F.Y.2021-22) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE LIMITED WILL BE HELD ON TUESDAY, MAY 11, 2021 AT 10.00 A.M. THROUGH VIDEO CONFRENCING FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS.

SPECIAL BUSINESS ITEM NO.1

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

APPROVAL FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, as may be amended from time to time, the approval of the members, be and is hereby accorded to the Board of Directors of the Company 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. Secured Listed NCDs up to Rs. 5000 Crore through private placement
2. Unsecured Listed NCDs up to Rs. 1600 Crore through private placement
3. Unsecured Listed NCDs up to Rs. 3000 Crore through private placement
4. Secured Listed NCDs up to Rs. 212 Crore
5. Secured Listed NCDs up to Rs. 1419 Crore
6. Unsecured/ Secured Listed Market Linked NCDs up to Rs. 1000 Crore
7. Unsecured, Redeemable, Non-convertible Subordinated Listed debentures comprising as Tier II up to Rs. 365 Crore; and
8. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of Tier I and Tier II Capital up to Rs. 37 Crore.
9. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of

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Tier I and Tier II Capital up to Rs. 39.70 Crore.

10. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of Tier I and Tier II Capital 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 which may be empowered by the Board of Directors in this regard), 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 which may be empowered by the Board of Directors in this regard), 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 LIMITED

VINAY LAVANNIS

Company Secretary

Memb. No.A7911

Date: 08/05/2021

Place: Mumbai

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

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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 10.00 a.m. (IST) and Microsoft Team link (VC) to attend the meeting will be shared with the shareholders 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.
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. Vinay Lavannis, Company Secretary** at e-mail: vinay.lavannis@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.

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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 vinay.lavannis@tmf.co.in
8. The copy of this notice shall be displayed on the website of the Company i.e. 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. Vinay Lavannis, Company Secretary at vinay.lavannis@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 vinay.lavannis@tmf.co.in
10. Preference Shareholders are requested to note that they can attend the meeting, but they cannot vote on any resolution except to the extent contemplated in Section 47 of the Companies Act, 2013.



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ANNEXURE TO NOTICE

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

ITEM NO.: 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 based on the prevailing market conditions. Accordingly, the members at their Extra Ordinary General Meeting held on February 04, 2021 had approved the limits for issue of Non-Convertible Debentures which is valid for one year.

Further, the Board of Directors at their meeting held on April 30, 2021 has approved the issuance of following securities and recommended the same for member's approval:

1. Unsecured, Listed, Perpetual Non-Convertible Debentures ("Unsecured PDs") with call option after 10 years for an aggregate amount upto Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) on a Private Placement basis.

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2. Unsecured, Listed, Redeemable Non-Convertible Debentures (“Unsecured NCDs”) up to Rs. 3000,00,00,000/- (Rupees Three Thousand Crores only) on a Private Placement basis.

Therefore, members are requested to give their approval for issue of aforesaid securities as recommended by Board of Directors in their meeting held on April 30, 2021 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.



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