



NOTICE IS HEREBY GIVEN THAT THE 7TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TATA MOTORS FINANCE SOLUTIONS LIMITED WILL BE HELD ON TUESDAY, AUGUST 31, 2021 AT 11.30 A.M. THROUGH VIDEO CONFERENCING FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P.B. Balaji (DIN: 02762983), who retires by rotation and who is eligible for re-appointment.

SPECIAL BUSINESS:

3. **REGULARIZATION OF APPOINTMENT OF MR. P. S. JAYAKUMAR (DIN: 01173236) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. S. Jayakumar (DIN: 01173236), who was appointed as an Independent, Additional Director of the Company by the Board of Directors vide circular resolution dated June 09, 2020 effective from October 12, 2020, whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years commencing from October 12, 2020.”



For TATA MOTORS FINANCE SOLUTIONS LIMITED

Neeraj Dwivedi

NEERAJ DWIVEDI
Company Secretary
Membership No. A20874

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 CIN - U65910MH1992PLC187184
Registered Office 14 4th Floor Sir H C Dinshaw Building 16 Horniman Circle Fort Mumbai 400 001 Maharashtra



Address:

TATA MOTORS FINANCE SOLUTIONS LIMITED

CIN: U65910MH1992PLC187184

14, 4TH Floor, Sir H.C. Dinshaw Building 16,

Horniman Circle, Fort Mumbai

Tel: 91 22 61815400 Fax: 91 22 6181 5700

E-mail: neeraj.dwivedi@tmf.co.in

Web: www.tmf.co.in

Place: Mumbai

Date: 25/08/2021

NOTES:

1. The said Annual General Meeting (AGM) 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 AGM 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 AGM of the Company is being held through Video Conference (VC) via Microsoft Teams on Tuesday, August 31, 2021 at 11.30 A.M. (IST).
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 ANNUAL GENERAL MEETING (AGM) 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 AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
4. The attendance of the members attending the AGM 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 AGM 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.
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 AGM, members are requested to convey their vote by e-mail at neeraj.dwivedi@tmf.co.in.
8. 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.
9. During the 7th AGM, 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.
10. The Notice is being sent to all the members whose names appeared in the Register of Members as on the close of business hours on Friday, June 25, 2021.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report for the FY 2020-21, is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories Participant(s)/ Registrar & Transfer Agent.
12. Considering the current situation of Lockdown across the county due to COVID-19 Pandemic, physical copies of the aforementioned documents could not be send. Hence, members who have not registered their email Ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.

The copy of this notice shall be displayed on the website of the Company i.e. www.tmf.co.in. Further, in pursuance of MCA circular No. 14/2020, the recorded transcript of the said meeting shall also be made available on the website of the Company after the conclusion of the meeting.

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EXPLANATORY STATEMENT

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the special business of the accompanying Notice dated August 25, 2021.

ITEM NO. 3:

REGULARIZATION OF APPOINTMENT OF MR. P. S. JAYAKUMAR (DIN: 01173236) AS AN INDEPENDENT DIRECTOR

Based on the recommendations of the Nominations and Remuneration Committee, the Board of Directors of the Company vide Circular Resolution dated June 09, 2020 had appointed **Mr. P. S. Jayakumar (DIN: 01173236)** as an Independent, Additional Director of the Company for a term of 3(Three) years, which is effective from October 12, 2020 after the approval/ NOC from Central Government for the said appointment.

Profile of Mr. P. S. Jayakumar:

Mr. P. S. Jayakumar, 58 years is a Chartered Accountant by qualification and additionally holds a Post Graduate Diploma in Business Management from XLRI Jamshedpur.

Mr. P S Jayakumar has a deep experience in the banking sector and financial sector with 23 years of work experience with Citibank in their India and Singapore office. Mr P S Jayakumar last assignment in Citibank was being the Country Head for the Consumer Banking Group. In his 23 years of working in Citibank, Mr. P S Jayakumar has been involved in innovation and development of retail financial service industry. On leaving Citibank in 2008, Mr P S Jayakumar worked as an entrepreneur and was a cofounder of Value Budget Housing Company, a leader in housing for low and moderate income household. Value Budget Housing pioneered the use of manufacturing approach to construction and application of form and IT technology to low cost and affordable housing. In 2008, Mr. P S Jayakumar also confounded Home First Finance Ltd, a housing finance company licensed by NHB and provides long term purchase money mortgage loans for customers from low and moderate income household. These two companies have contributed to pioneering effort in building demand and supply for low cost and affordable housing. In 2015, Mr. P S Jayakumar was selected by the Government of India to serve as the Managing Director and CEO for Bank of Baroda, first person from the private sector selected to run a large public sector bank. He lead a successful transformation of Bank of Baroda and completed three way merger between Bank of Baroda, Vijaya and Dena Bank. He was also awarded the ‘Banker of the Year’ by Financial Express for 2018. Currently Mr. P S Jayakumar is working on his third start up venture and besides Tata Motor Finance Group of Companies he also serves as an independent director on the Board of various leading Companies.

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Mr. P.S. Jayakumar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Jayakumar fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Mr. P.S. Jayakumar
DIN	01173236
Date of Birth and Age	8 th April 1962, 58 Years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Sitting Fees and Commission (if any).
Details of the remuneration last drawn by such person (FY 2020-21)	Sitting Fees of Rs. 6,30,000/- paid to him for attending Board and committee meetings during the F.Y. 2020-21
Date of first appointment on the Board	October 12, 2020
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended	Five meetings of Board attended post his appointment

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		Risk Management Committee	Chairman
		Asset & Liability Management Committee	Chairman
		IT Strategy Committee	Member
		Nomination and Remuneration Committee	Member
3	Tata Motors Finance Solutions Limited	Audit Committee	Member
		Risk Management Committee	Chairman
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6	Emcure Pharmaceuticals Limited.	Audit Committee	Member
7	CG Power and Industrial Solutions Limited	Audit Committee	Chairperson
8	Adani Ports and Special Economic Zone Limited	Audit Committee	Member
9	LICHFL Asset Management Company Limited	Audit Committee	Member
10	TVS Industrial & Logistics Parks Private Limited	Audit Committee	Chairperson

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Mr. P.S. Jayakumar as an Independent Director of the Company for a period of 3 years commencing from October 12, 2020.

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None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 3, except for Mr. P.S. Jayakumar.



For TATA MOTORS FINANCE SOLUTIONS LIMITED

Neeraj Dwivedi

NEERAJ DWIVEDI

Company Secretary
Membership No. A20874

Address:

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Web: www.tmf.co.in

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Date: 25/08/2021

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