



NOTICE

NOTICE IS HEREBY GIVEN THAT (03/F.Y.2021-22) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE SOLUTIONS LIMITED WILL BE HELD ON FRIDAY, NOVEMBER 12, 2021 AT 5.45 P.M THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO.1

APPOINTMENT OF STATUTORY AUDITORS:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines for appointment of statutory auditors by Commercial Banks, Urban Co-operative Banks and NBFCs including Housing Finance Companies [RBI/2021-22/25, Ref. No. DoS. CO. ARG/ SEC.01/08.91.001/2021-22] dated April 27, 2021 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, and pursuant to the recommendation of the Board of Directors of the Company at its meeting held on October 20, 2021 to fill casual vacancy, consent of the members be and is hereby accorded for appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Regn. No.: 104607W / W100166), as Statutory Auditor of Tata Motors Finance Solutions Ltd. commencing from Q3 FY 2021-22 and will hold the office until the conclusion of the ensuing Annual General Meeting of the Company at such remuneration as may be mutually agreed between Board of Directors of the Company or Committee thereof and the Auditors.

“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 including fixing the remuneration in consultation with the above Statutory Auditor, which may be deemed necessary and expedient to give effect to this resolution.”

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



ITEM NO.2:

REGULARIZATION OF APPOINTMENT OF MRS. VARSHA PURANDARE (DIN: 05288076) 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), Mrs. Varsha Purandare (DIN: 05288076), who was appointed as an Independent, Additional Director of the Company by the Board of Directors vide circular resolution dated September 14, 2021 effective from September 14, 2021 and who has submitted a declaration that she 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 5 (Five) consecutive years commencing from September 14, 2021.”

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

Neeraj Dwivedi

NEERAJ DWIVEDI

Company Secretary

Membership No. A20874

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

Date: November 09, 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 has been obtained for holding the EGM on shorter notice.
2. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 10/2021 dated 23rd June, 2021 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-Ordinary General meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM via Microsoft Teams on Friday, November 12, 2021 at 5.45 p.m. (IST). The deemed venue for this EGM will be Tata Motors Finance Limited, I-Think Lodha Techno Campus, Building A, 2nd Floor, Off Pokhran Road No.2, Thane (West) 400 601.
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

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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. The Explanatory 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
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. Neeraj Dwivedi, Company Secretary at 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
10. The EGM shall be conducted through the Microsoft Teams software platform or through other video-conferencing software and members who need assistance in connection with using the technology before or during the EGM, may reach out to the Company Secretary at neeraj.dwivedi@tmf.co.in

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

NEERAJ DWIVEDI
Company Secretary
Membership No. A20874

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

ITEM NO. 1:

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members are requested to note that under Section 139 (2) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, unlisted public companies, with a share capital of Rs.10 Crores or more are mandatorily required to rotate their Statutory Auditors ("SA"), after the audit firm has served two terms of five consecutive years. However, the Reserve Bank of India vide notification dated April 27, 2021 has released new Guidelines for appointment of statutory auditors by Commercial Banks, Urban Co-operative Banks and NBFCs including Housing Finance Companies (RBI/2021-22/25, Ref. No. DoS.CO. ARG/ SEC.01/08.91.001/2021-22) stating as under:

- a. In order to protect the independence of the auditors, entities will have to appoint the Statutory Auditors (SA) for a continuous period of three years' subject to the firm satisfying the eligibility norms each year. An audit firm would not be eligible for re-appointment in the same Entity for six years (two tenures) after completion of full or part of one term of the audit tenure."
- b. For Entities with asset size of ₹15,000 Crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms [Partnership firms/Limited Liability Partnerships (LLPs)]. It shall be ensured that joint auditors of the entity do not have any common partners and they are not under the same network of audit firms.
- c. Further, NBFC cannot appoint an auditor if the auditor is doing or has done audit or non-audit work, i.e., services mentioned at Section 144 of the Companies Act, 2013, internal assignments, special assignments, etc., for entities or group entities (RBI regulated entities in the Group) within one year before appointment as SA of the NBFC.

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- d. However, during the tenure as SA, an audit firm may provide such services to the concerned Entities (which are not regulated by RBI) which may not normally result in a conflict of interest. This one-year gap stipulation shall be applicable prospectively, i.e., from FY 2022-23.
- e. The said RBI guidelines regarding appointment of Statutory Auditors (SAs) shall be implemented for the first time for NBFCs from FY 2021-22, with the flexibility to adopt these guidelines from second half of FY 2021-22.

The existing Statutory Auditor of the Company, M/s. B S R & Co. LLP, Chartered Accountants, was appointed as the Statutory Auditor to hold office for a period of 5 years to conduct the statutory audit of the Company commencing from FY 2017-18. M/s B S R & Co. LLP, current Statutory Auditor of the Company has conducted their last statutory audit for FY 2020-21 and till H1/Q2 F.Y. 2021-22. However, pursuant to aforesaid RBI Guidelines on SA, M/s B S R & Co LLP (KPMG) has vacated this position after the conclusion of the September 2021 quarter Q2/ H1 F.Y. 2021-22.

Therefore, as mandated under the aforesaid RBI guidelines, the Company has to appoint new Statutory Auditor to conduct the statutory audit from FY 2021-22. As total asset size of Tata Motors Finance Solutions Ltd. is below ₹15,000 Crore as per previous financial ended March 31, 2021, the Company is required to appoint only one Statutory Auditor as per RBI guidelines. Accordingly, the management of the Company had obtained interest and eligibility from the various audit firms to be empanelled to conduct statutory audit of the Company from the FY 2021-22 and after evaluation of many audit firms, the management has shortlisted M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Regn. No.: 104607W / W100166) to complete Statutory Audit of Tata Motors Finance Solutions Limited within the provisions of Companies Act, 2013 and aforesaid RBI Guidelines. The aforesaid Audit Firm fulfils the eligibility criteria as required under new RBI guidelines and under section 141 of the Companies Act, 2013. The Company has also obtained the written consent from the above audit firm as required under section 139 of the Companies Act, 2013 for such appointment and a certificate from them regarding fulfilment of their eligibility criteria.

Accordingly, the Board of Directors of the Company at its meeting held on October 20, 2021 has recommended the appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Regn. No.: 104607W / W100166) as the Statutory Auditor of the Company to hold office for a period of 3 years commencing from Q3 FY 2021-22 on such remuneration as may be mutually agreed by Board/ Audit Committee and the above auditor.

TATA MOTORS FINANCE SOLUTIONS LIMITED



Therefore, approval of members is sought for appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Regn. No.: 104607W / W100166) as the Statutory Auditor of the Company to fill casual vacancy in the office commencing from Q3 FY 2021-22 who shall hold the office till the ensuing Annual General Meeting on such remuneration as may be mutually agreed by Board/ Audit Committee and the above auditor.

The Board of Directors recommends the Resolution of the accompanying Notice, for the approval of the members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are in any way interested or concerned in the Resolution at item no. 1 of the Notice.

ITEM NO. 2:

REGULARIZATION OF APPOINTMENT OF MRS. VARSHA PURANDARE (DIN: 05288076) 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 September 14, 2021 had appointed **Mrs. Varsha Purandare (DIN: 05288076)** as an Independent, Additional Director of the Company for a term of 5 (Five) years, which was effective from September 14, 2021.

Profile of Ms. Varsha Vasant Purandare:

Mrs. Varsha Purandare, holds a Bachelor's degree in Science (Chemistry) and has a Diploma in Business Management. Ms. Varsha Purandare, has varied experience of 36 years in the areas of Credit, Forex, Risk, Treasury, Capital Markets, Investment Banking and Private Equity.

Ms. Purandare was the Managing Director and Chief Executive Officer of SBI Capital Markets Limited ("SBI Caps") from November 2015 upto December 2018, where she was overall in-charge of SBI Caps and its five subsidiaries, covering investment banking and encompassing Equity Capital Markets, Debt Markets, Private Equity, Institutional & Retail Broking, Trustee & Foreign Subsidiaries. Prior to this, Mrs. Purandare was the Deputy Managing Director and Chief Credit and Risk Officer

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of State Bank of India (“SBI”), where she headed the highest Credit Committee and was in-charge of the overall credit function.

Besides the above, Mrs. Purandare has held several positions in SBI, in India and abroad.

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

Other details of Director seeking appointment at the forthcoming Extra Ordinary 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	Mrs. Varsha Purandare
DIN	05288076
Date of Birth/ Age	December 07, 1958; 63 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), as may be declared by the Board from time to time.
Details of the remuneration last drawn by such person	Nil

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(FY 2020-21)																															
Date of first appointment on the Board	September 14, 2021																														
Shareholding in the Company	Nil																														
Relationship with other Directors, Manager and other Key Managerial Personnel	None																														
The number of Meetings of the Board attended during FY 2020-21	No meeting attended in previous F.Y. as appointment is effective from September 14, 2021 However, two (2) Board Meetings attended till date in current F.Y. 2021-22 after appointment as Director: October 06, 2021 October 20, 2021																														
Other Directorships as on November 09, 2021	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Name Of Companies</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Deepak Fertilisers and Petrochemicals Corporation Ltd</td> <td>Independent Director</td> </tr> <tr> <td>2</td> <td>Orient Cement Limited</td> <td>Independent Director</td> </tr> <tr> <td>3</td> <td>Shaily Engineering Plastics Limited</td> <td>Independent Director</td> </tr> <tr> <td>4</td> <td>The Federal Bank Ltd</td> <td>Independent Director</td> </tr> <tr> <td>5</td> <td>Tata Cleantech Capital Limited</td> <td>Independent Director</td> </tr> <tr> <td>6</td> <td>Tata Capital Limited</td> <td>Independent Director</td> </tr> <tr> <td>7</td> <td>Tata Capital Financial Services Limited</td> <td>Independent Director</td> </tr> <tr> <td>8</td> <td>Tata Motors Finance Limited</td> <td>Independent Director</td> </tr> <tr> <td>9</td> <td>TMF Holdings Limited</td> <td>Independent Director</td> </tr> </tbody> </table>	Sr. No	Name Of Companies	Designation	1	Deepak Fertilisers and Petrochemicals Corporation Ltd	Independent Director	2	Orient Cement Limited	Independent Director	3	Shaily Engineering Plastics Limited	Independent Director	4	The Federal Bank Ltd	Independent Director	5	Tata Cleantech Capital Limited	Independent Director	6	Tata Capital Limited	Independent Director	7	Tata Capital Financial Services Limited	Independent Director	8	Tata Motors Finance Limited	Independent Director	9	TMF Holdings Limited	Independent Director
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Membership / Chairmanship of Committees of																															

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other Board as on November 08, 2021	Sr. No.	Company	Name of Committees of which a Chairperson	Name of Committee of which a member
	1.	Deepak Fertilisers and Petrochemicals Corporation Ltd	Nil	Nil
	2.	Orient Cement Limited	Stakeholders Relationship Committee	1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee
	3.	Shaily Engineering Plastics Limited	Stakeholders Relationship Committee	Audit Committee
	4.	The Federal Bank Ltd	-	1. Credit Committee 2. Investment and Raising Capital Committee 3. Information Technology and operations committee and Customer Service 4. Marketing Strategy and Digital

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				Banking Committee
	5.	Tata Cleantech Capital Limited	<ol style="list-style-type: none"> 1. Risk Management Committee 2. Finance and Asset Liability Supervisory Committee 3. Investment Credit Committee 4. Corporate Social Responsibility 5. Asset Purchase Committee 6. Referral Committee 	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Information Technology Strategy Committee
	6	Tata Capital Limited	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 	<ol style="list-style-type: none"> 1. Risk Management Committee 2. Finance and Asset Liability Supervisory Committee 3. Information Technology Strategy Committee
	7	Tata Capital Financial Services Limited	<ol style="list-style-type: none"> 1. Risk Management Committee 	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and

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			<ul style="list-style-type: none"> 2. Finance and Asset Liability Supervisory Committee 3. Investment Credit Committee 4. Information Technology Strategy Committee 	<ul style="list-style-type: none"> Remuneration Committee 3. Corporate Social Responsibility Committee
	8	Tata Motors Finance Limited	Nil	<ul style="list-style-type: none"> 1. Audit Committee 2. Asset Liability Supervisory Committee (ALCO) 3. Risk Management Committee (RMC) 4. IT Strategy Committee (ITSC)
	9	TMF Holdings Limited	Nil	<ul style="list-style-type: none"> 1. Audit Committee 2. Asset Liability Supervisory Committee (ALCO) 3. Risk Management Committee (RMC)

TATA MOTORS FINANCE SOLUTIONS LIMITED



Therefore, approval of the shareholders is sought by way of an ordinary resolution for the appointment of Mrs. Varsha Purandare as an Independent Director of the Company for a period of 5 years commencing from September 14, 2021.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2, except for Mrs. Varsha Purandare.

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

Neeraj Dwivedi

NEERAJ DWIVEDI

Company Secretary

Membership No. A20874

Address:

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