



November 13, 2021

To  
The Manager – Debt Listing  
National Stock Exchange of India Ltd  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Sub:** Proceedings of the Extra- Ordinary General Meeting of Tata Motors Finance Solutions Limited (“the Company”) held on November 12, 2021.

**Ref:** Regulation 51(3) read with Schedule III – Part B and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

Dear Sir/ Madam,

We wish to inform you that the Extra- Ordinary General Meeting of Tata Motors Finance Solutions Limited (“the Company”) was held on Friday, November 12, 2021 at 05.45 P.M. (IST) on shorter notice, through Video Conference facility.

In connection therewith and in terms of the provisions of Regulation 51(3) read with Schedule III – Part B of the SEBI LODR Regulations, a summary of the proceedings of the said EGM is enclosed herewith as **Annexure A**. Please note that the same shall be available on the Company’s website i.e. [www.tmf.co.in](http://www.tmf.co.in)

This is for your information and records.

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

*Neeraj Dwivedi*

**NEERAJ DWIVEDI**  
Company Secretary  
ICSI Memb. 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](http://www.tmf.co.in) CIN - U65910MH1992PLC187184  
Registered Office 14 4th Floor Sir H C Dinshaw Building 16 Horniman Circle Fort Mumbai 400 001 Maharashtra



## **Annexure A**

### **Summary of the proceedings of the Extra- Ordinary General Meeting of Tata Motors Finance Solutions Limited**

The Extra- Ordinary General Meeting (“said EGM”) of Tata Motors Finance Solutions Limited (“the Company”) was held on Friday, November 12, 2021, at 5.45 p.m. (IST) through Video Conferencing (“VC”), without the physical presence of the Members at a common venue. The Company, while conducting the said EGM, adhered to the applicable provisions of the Companies Act, 2013 read with the Circulars issued by the Ministry of Corporate Affairs (“MCA”) with respect to the holding of Extra-Ordinary General meeting through VC/ OAVM, from time to time.

The deemed venue for the said EGM was the Registered Office of the Company i.e. 14, 4<sup>th</sup> Floor, Sir H.C. Dinshaw Building, 16, Horniman Circle, Fort, Mumbai – 400001.

Mr. Nasser Munjee, Chairman of the Board (“Chairman”), chaired the said EGM. He welcomed all the shareholders and other participants at the Extra- Ordinary General Meeting of Tata Motors Finance Solutions Limited. Since the requisite quorum of the Members of the Company was present, the Chairman called the meeting to order. He further requested Mr. Vinay Lavannis, TMFL Company Secretary to commence the proceedings of the meeting.

All the Directors were present at the said EGM and on request of the Chairman, they introduced themselves to the Members of the Company. Mrs. Vedika Bhandarkar, Chairperson of the Audit Committee and the Nomination and Remuneration Committee was also present at the said EGM.

Mr. Vinay Lavannis, commenced the meeting and briefed members and other participants on certain points relating to participation at the said EGM through VC.

Mr. Vinay Lavannis also informed that the Company had received authorized representation letters and/or Board Resolutions, in terms of the applicable provisions of the Companies Act, 2013, from its members who were attending the said EGM.

With members’ consent, the Notice of EGM which has already been circulated, it was taken as read.

He further informed the members that 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 Auditors of the Company has conducted their last statutory audit for FY 2020-21 and till H1/Q2 F.Y. 2021-22. However, pursuant to RBI Guidelines on SA RBI/2021-22/25-Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, M/s B S R & Co LLP 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.

#### **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



He further informed that the Board of Directors of the Company at its meeting held on October 20, 2021 has approved and 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 commencing from Q3 FY 2021-22 until the conclusion of the Annual General Meeting of the Company to be held in the year 2024, which shall be ratified by way of an ordinary resolution at each Annual General Meeting if so, required under the Companies Act, 2013 or RBI Guidelines on such remuneration as may be mutually agreed by Board/ Audit Committee and the above Statutory Auditor.

Thereafter, Chairman briefed the Members about the about the appointment of Mrs. Varsha Purandare as an Independent Director, appropriate resolution in relation to whose appointment was included in the Notice of the said EGM.

The Chairman then invited the Members who wished to speak or had any query on the agenda items. No queries were raised by any of the Members.

Thereafter, the Chairman moved following items of business, as contained in the Notice of the said EGM, for consideration and approval of the Members:

Sr. No.	Particulars	Type of Resolution
1.	Approval for appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Regn. No.: 104607W / W100166) as the Statutory Auditor of Tata Motors Finance Solutions Ltd. to hold the office commencing from Q3 FY 2021-22 until the conclusion of the Annual General Meeting of the Company to be held in the year 2024	Ordinary
2.	Approval for appointment of Mrs. Varsha Purandare (DIN: 05288076) as an Independent Director of the Company for a period of 5 years commencing from September 14, 2021	Ordinary

In compliance with the provisions of the Companies Act, 2013 and in compliance with the Circulars and Directions issued by the MCA, the voting at the said EGM was conducted through show of hands and the Chairman declared that all the resolutions were considered and approved unanimously by the Members present at the said EGM.

The Chairman confirmed that the requisite quorum was present throughout the said EGM.

Thereafter, the Chairman thanked the Members and Directors for attending the said EGM through VC and declared the said EGM as closed at 06.00 pm.

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

*Neeraj Dwivedi*

**NEERAJ DWIVEDI**

Company Secretary

ICSI Memb. 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