

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U45200MH1989PLC050444

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECS0591F

(ii) (a) Name of the company

TATA MOTORS FINANCE LIMIT

(b) Registered office address

14, 4TH FLOOR, SIR H.C. DINSHAW BUILDING
16, HORNIMAN CIRCLE, FORT
MUMBAI
Maharashtra
400001

(c) *e-mail ID of the company

vinay.lavannis@tmf.co.in

(d) *Telephone number with STD code

02261070000

(e) Website

www.tmf.co.in

(iii) Date of Incorporation

24/01/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR DARASHAW CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TMF HOLDINGS LIMITED	U65923MH2006PLC162503	Holding	97

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	120,000,000	60,827,689	60,827,689	60,827,689
Total amount of equity shares (in Rupees)	12,000,000,000	6,082,768,900	6,082,768,900	6,082,768,900

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	120,000,000	60,827,689	60,827,689	60,827,689
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	12,000,000,000	6,082,768,900	6,082,768,900	6,082,768,900

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	80,000,000	72,300,000	72,300,000	72,300,000
Total amount of preference shares (in rupees)	8,000,000,000	7,230,000,000	7,230,000,000	7,230,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	80,000,000	72,300,000	72,300,000	72,300,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	8,000,000,000	7,230,000,000	7,230,000,000	7,230,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	60,827,689	60827689	6,082,768,900	6,082,768,900	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	60,827,689	60827689	6,082,768,9	6,082,768,9	
Preference shares						
At the beginning of the year	0	72,300,000	72300000	7,230,000,0	7,230,000,0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	72,300,000	72300000	7,230,000,0	7,230,000,0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	21/09/2020		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	53,461	5,00,000/10,00,000	50,713,808,878
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			50,713,808,878

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	41,514,549,945	27,718,362,281	18,519,103,348	50,713,808,878
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

38,464,446,614

(ii) Net worth of the Company

44,813,235,759

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	60,827,689	100	56,000,000	77.46
10.	Others	0	0	0	0
	Total	60,827,689	100	56,000,000	77.46

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	1,875,000	2.59
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	14,425,000	19.95
10.	Others	0	0	0	0

	Total	0	0	16,300,000	22.54
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Total number of shareholders (other than promoters)

35

**Total number of shareholders (Promoters+Public/
Other than promoters)**

44

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	72	35
Debenture holders	3,294	5,616

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	6	1	5	0	0
(i) Non-Independent	0	4	1	2	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NASSER MUKHTAR M	00010180	Director	0	
VEDIKA BHANDARKAR	00033808	Director	0	
PALAMADAI SUNDARA	01173236	Director	0	
PATHAMADAI BALACH	02762983	Director	0	
SHYAM MANI	00273598	Director	0	
SAMRAT GUPTA	07071479	Managing Director	0	
SAMRAT GUPTA	ABNPG9172H	CEO	0	
RIDHI ZAVERI GANGA	ALFPG0689P	CFO	0	
VINAY LAVANNIS	AAAPL7819C	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PHILLIE DARA KARKA	00059397	Director	01/04/2020	CESSATION
GIRISH ARUN WAGH	03119361	Director	23/06/2020	CESSATION
MAYANK PAREEK	00139206	Director	25/06/2020	CESSATION
SAMRAT GUPTA	07071479	Managing Director	17/06/2020	APPOINTMENT
PALAMADAI SUNDARA	01173236	Director	10/07/2020	APPOINTMENT
ANAND BANG	AHTPB6795K	CFO	01/08/2020	CESSATION
RIDHI ZAVERI GANGA	ALFPG0689P	CFO	01/08/2020	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	21/09/2020	9	9	100
EXTRA ORDINARY GENERAL MEETING	04/02/2021	9	9	100

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2020	6	4	66.67
2	09/05/2020	6	5	83.33
3	25/05/2020	6	5	83.33
4	29/05/2020	6	5	83.33
5	17/06/2020	6	5	83.33
6	23/07/2020	6	6	100
7	07/08/2020	6	6	100
8	21/09/2020	6	6	100
9	20/10/2020	6	6	100
10	08/01/2021	6	6	100
11	20/01/2021	6	6	100
12	01/03/2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

22

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	09/04/2020	2	2	100
2	AUDIT COMMITTEE	29/05/2020	2	2	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
3	AUDIT COMM	23/07/2020	3	3	100
4	AUDIT COMM	14/10/2020	3	3	100
5	AUDIT COMM	20/10/2020	3	3	100
6	AUDIT COMM	20/01/2021	3	3	100
7	AUDIT COMM	01/03/2020	3	3	100
8	NOMINATION	03/06/2020	2	2	100
9	NOMINATION	13/11/2020	4	4	100
10	NOMINATION	02/03/2020	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	31/08/2021
								(Y/N/NA)
1	NASSER MUHAMMAD	12	12	100	5	5	100	Yes
2	VEDIKA BHANUSHALI	12	12	100	21	21	100	Yes
3	PALAMADAI SIVAKUMAR	7	7	100	16	16	100	Yes
4	PATHAMADAN	12	11	91.67	20	20	100	Yes
5	SHYAM MANI	12	12	100	13	13	100	Yes
6	SAMRAT GUPTA	7	7	100	13	13	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAMRAT GUPTA	MANAGING DIRECTOR	31,964,973			445,216	32,410,189
	Total		31,964,973			445,216	32,410,189

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RIDHI GANGAR	CFO	6,882,112	0	0	21,600	6,903,712
2	VINAY LAVANNIS	COMPANY SEC	6,209,777	0	0	442,567	6,652,344
	Total		13,091,889	0	0	464,167	13,556,056

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NASSER MUNJEE	INDEPENDENT	0	3,000,000	0	750,000	3,750,000
2	VEDIKA BHANDAR	INDEPENDENT	0	0	0	1,370,000	1,370,000
3	PALAMADAI SUND	INDEPENDENT	0	0	0	930,000	930,000
	Total		0	3,000,000	0	3,050,000	6,050,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SUHAS S. GANPULE

Whether associate or fellow

Associate Fellow

Certificate of practice number

5722

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SHYAM MANI
Digitally signed by SHYAM MANI
Date: 2021.10.28
17:50:33 +05'30'

DIN of the director

00273598

To be digitally signed by

VINAY BABURAO LAVANNIS
Digitally signed by VINAY BABURAO LAVANNIS
Date: 2021.10.28
17:46:16 +05'30'

Company Secretary

Company secretary in practice

Membership number

7911

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Equity Shareholders 31 March 2021
List of CCPS holders 31 March 2021.pdf
TMFL List of Debenture holders 31 March 2021
MGT-8 TATA MOTORS FINANCE LIMITE
List of CCPS transferred during FY 2020-21
TMFL Meeting Attendance FY 2020-21.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company