



NOTICE

NOTICE IS HEREBY GIVEN THAT (01/F.Y.2022-23) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE SOLUTIONS LIMITED WILL BE HELD ON TUESDAY, MAY 24, 2022 AT 3.30 P.M THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO.1

APPOINTMENT OF MR. ALOK CHADHA (DIN: 0009537539) AS A DIRECTOR

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee & Board, provisions of Section 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Alok Chadha (DIN: 0009537539) as Director on the Board of Tata Motors Finance Solutions Limited commencing from May 1, 2022."

ITEM NO.2:

APPOINTMENT OF MR. ALOK CHADHA (DIN: 0009537539) AS WHOLE TIME DIRECTOR/ EXECUTIVE DIRECTOR AND KEY MANAGERIAL PERSONNEL

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee & Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, consent of members be and is hereby accorded for the appointment of Mr. Alok Chadha (DIN: 0009537539) as Whole-Time Director/ Executive Director and Key Managerial Personnel (KMP) of the Company commencing from May 1, 2022 on such terms and conditions as mentioned in draft agreement and shall hold the office till March 31, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary, modify any or all the above terms and conditions of the appointment and payment of remuneration to Mr. Alok Chadha as Whole Time Director & Key Managerial Personnel and further authorized to do all such acts, deeds and things and execute all such documents, instruments and

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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



writings as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board.’

ITEM NO.3:

APPROVAL FOR PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE/ INDEPENDENT DIRECTORS:

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 197, 198, other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subsequent to recommendation of Nomination & Remuneration Committee and Board, approval of members of the Company be and is hereby accorded to pay remuneration by way of Commission to the Non-Executive/ Independent Directors of the Company (other than Whole Time Director/ and other Director who are in employment in any Tata Group Company) for the financial year 2021-22 of Rs. 50,00,000/- (Rupees Fifty Lakhs) per Director.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and is/are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

For TATA MOTORS FINANCE SOLUTIONS LIMITED

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-400001

Tel: 91 22 61815400 Fax: 91 22 6181 5700

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

Web: www.tmf.co.in

Date: May 21, 2022

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 Tuesday, May 24, 2022 at 3.30 p.m. (IST). The deemed venue for this EGM will be Tata Motors Finance Solutions Limited, 14, 4th Floor, Sir H.C. Dinshaw Building 16, Horniman Circle, Fort, Mumbai- 400001.
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. 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") is not attached to the Notice as there is no special business to be transacted at the meeting.

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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 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, draft agreement with Mr. Alok Chadha 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

NEERAJ DWIVEDI
Company Secretary
Membership No. A20874

Address:

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

Web: www.tmf.co.in

Date: May 21, 2022

Place: Mumbai

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

ITEM NO. 1& 2:

APPOINTMENT OF MR. ALOK CHADHA (DIN: 0009537539) AS A DIRECTOR

**APPOINTMENT OF MR. ALOK CHADHA (DIN: 0009537539) AS WHOLE TIME DIRECTOR/
EXECUTIVE DIRECTOR AND KEY MANAGERIAL PERSONNEL**

The Nomination and Remuneration Committee of the Board at its meeting held on March 04, 2022, had recommended to appoint Mr. Alok Chadha as Whole-time Director/ Executive Director and Key Managerial Personnel (KMP) within the provision of section 2(94) and 2(51) of the Companies Act, 2013 respectively of Tata Motors Finance Solutions Limited till March 31, 2025.

Accordingly, the Board of Directors of the Company at its meeting held on April 28, 2022 had appointed Mr. Alok Chadha as an Additional Director designated as Whole Time Director (WTD) and key Managerial Personnel (KMP) commencing from May 1, 2022 and shall hold the office till March 31, 2025 subject to the approval of members at the ensuing General Meeting.

Accordingly, it is proposed to seek member's approval for the appointment of Mr. Alok Chadha as Whole Time Director and Key Managerial Personnel of the Company, in terms of the applicable provisions of the Companies Act, 2013.

The disclosures as required under proviso to Section 196 (4) of the Companies Act, 2013 are as under:

The broad particulars of the terms of appointment of Mr. Alok Chadha are defined in the agreement to be executed between the Company and Mr. Alok Chadha after obtaining Shareholders approval. The copy of the said agreement shall be placed before the meeting and same will be made available for inspection to members by sending e-mail request at Neeraj.dwivedi@tmf.co.in.

The Nomination and Remuneration Committee and Board at their meeting held on March 04, 2022 and April 28, 2022 respectively approved the remuneration to be paid to Mr. Alok Chadha basis the draft agreement placed before the meeting.

The relevant clause of the aforesaid agreement relating to proposed remuneration are as under:

4. Remuneration

4.1 So long as the Whole Time Director / Executive Director & KMP performs his duties and conforms to the terms and conditions contained in this Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force. The annual

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increments which will be effective 1st April each year/ or as may be decided by Nomination and Remuneration Committee of the Company, will be decided by the Board and will be merit-based and take into account the Company's performance as well

Fixed CTC: Whole Time Director / Executive Director & KMP will be entitled to a Fixed CTC of Rs. 9,80,213/- (Rupees Nine lakhs eighty thousand two hundred and thirteen only) per month

- a. **Basic Salary:** The Director / Executive Director & KMP will be entitled to a Basic Salary of Rs. 3,33,653 /- (Rupees Three Lakhs Thirty-Three Thousand Six Hundred and Fifty Three only) per month.
- b. **Benefits, Perquisites, Allowances and Retirals:** In addition to the basic salary referred to in (a) above, the Director / Executive Director & KMP shall be entitled to:
 - A. Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 70% of the basic salary. *(in case residential accommodation is not provided by the Company)*

- B. **Car Perquisite / Car Allowance:** The Director / Executive Director & KMP shall be entitled for one/ two cars perquisites with total ex-showroom price, Mumbai worth not exceeding Rs. 37,50,000 (Rupees Thirty-seven lakhs fifty thousand only). In the event the Director / Executive Director & KMP does not avail the facility of a car(s), he will be entitled to a monthly Car Allowance of Rs.62,500 (calculated on the basis of perquisite car value spread over a period of five years as per present TMF Perquisite Car policy).
- C. The Director / Executive Director & KMP shall be entitled to following perquisites, allowances and retiral benefits:
 - Grade Allowance at 20% of basic salary
 - Superannuation Allowance at 15% of basic salary
 - Leave Travel Allowance (LTA) of 8.33% of annual basic salary and will be paid as per the prevailing LTA policy
 - Fuel Allowance of Rs. 13,500 /- (Rupees Thirteen Thousand and Five Hundred only)
 - Driver's Salary & Bonus of Rs. 16,250 /- (Rupees Sixteen Thousand Two Hundred and Fifty only)
 - Housing Loan Subsidy of Rs. 13,333 /- (Rupees Thirteen Thousand Three Hundred and Thirty Three only)
 - Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company

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- D. Composite allowance would be Fixed CTC minus 4.1(a) "Basic" and 4.1(b) "Benefits, Perquisites, Allowances and Retirals"

Other Benefits:

- a. Club Membership: The Director / Executive Director & KMP shall be entitled to a Club Membership as per the rules of the Company;
 - b. Hospitalization and medical expenses for self, spouse and dependent children as per Group Medical Insurance Policy of the Company;
 - c. Telecommunication facilities including broadband, internet and fax;
 - d. Company Car maintenance and insurance as per policy of the Company.
 - e. Housing Loan as per the Rules of the Company.
 - f. Privilege Leave earned but not availed by the Managing Director & Chief Executive Officer is en-cashable in accordance with the Rules of the Company
- c. **Commission:** Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 197 read with rules made there under and Schedule V of the of the Companies Act, 2013. The specific amount payable to the Whole Time Director/ Executive Director & KMP will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Accounts have been approved by the Board.
- d. **Incentive Remuneration:** Such incentive remuneration not exceeding 200% of salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time. However, the Nomination and Remuneration Committee of the Board may prescribe for such higher incentive to Whole Time Director/ Executive Director & KMP in accordance with the Company's policy applicable to all other employees. Mr. Alok Chadha is also eligible for annual incentive remuneration/ performance linked bonus as per NRC approved Long Term Incentive Plan (LTIP) payable to select employees and NRC shall take decision on its continuation/ revision from time to time.
- 4.2 **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director/ Executive Director & KMP, the Company has no profits or its profits are inadequate, the Company will pay to the Whole Time Director/ Executive Director & KMP remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration in accordance with the provisions of Companies Act, 2013.

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:

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Name of Director	Mr. Alok Chadha
DIN	0009537539
Age/ Date of Birth	59 years (12/12/1962)
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	<p>Mr. Alok has a bachelor's degree in Commerce from Lucknow University and a Post Graduate Diploma in Management.</p> <p>Currently, Mr. Alok Chadha is the Chief Operating Officer, Retail Distribution & Collection of Tata Motors Finance Limited.</p> <p>His profile at TMF encompasses integrating sales at a geographic level, collection, retail credit and branch operations. He is responsible for driving branch level profitability for TMF and building stronger relationships with dealer partners and customers. Prior to this role, he was the Business Head for MHCV & ICV vertical.</p> <p>Before joining TMFL, Mr. Alok Chadha has worked with MRF Tyres and Kinetic Engineering in the sales and marketing functions. He has joined TMFL in 2008 as Regional Business Head – West, from where he moved to the role of Collection Head. He is responsible for the profitability and growth of the department. Amongst the notable achievements, creating a collection organization with strong processes which brought down the Gross NPAs, while improving the collection through a slew of strategies has been a notable one. He is a strategic thinker and very strong at execution.</p>
Details of remuneration sought to be paid	Please refer explanatory statement above.
Details of the remuneration last drawn by such person (FY 2021-22)	Nil
Date of first appointment on the Board	May 01, 2022
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	Not applicable since the appointment is effective May 01, 2022.

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FY 2021-22	
Other Directorships	Nil
Membership / Chairmanship of Committees of other Board	Nil

The Board of Directors recommends the Resolution No. 1 & 2 of the accompanying Notice, for the approval of the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1&2 except Mr. Alok Chadha.

ITEM NO. 2:

APPROVAL FOR PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE/ INDEPENDENT DIRECTORS:

During F.Y. 2021-22, the Board of Directors of the Company consisted of Four Independent Directors namely Mr. Nasser Munjee, Mrs. Vedika Bhandarkar, Mrs. Varsha Purandare and Mr. P.S. Jayakumar and two Non-Executive Director namely Mr. Shyam Mani and Mr. P.B. Balaji. However, Mr. P.S. Jayakumar, Independent Director ceased as an Independent Director w.e.f. December 17, 2021.

Pursuant to Section 149(9), an independent director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings; (c) profit related commission as may be approved by the members. Hence, it is proposed to pay profit linked remuneration for F.Y. 2021-22 to Mr. Nasser Munjee, Mrs. Vedika Bhandarkar, Mrs. Varsha Purandare and Mr. P.S. Jayakumar Independent Directors and Mr. Shyam Mani, Non-Executive Director with prior approval of the members. Further, pursuant to Reg.17 (6) (a) of SEBI (LODR) Reg. 2015, the Board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

The Nomination and Remuneration Committee and Board of Directors at their meeting held on April 28, 2022 has acknowledged the contributions of Directors particularly in challenging times of various disruptions, their guidance and ever availability for the Company and then recommended payment of remuneration by way of Commission of Rs.50 Lakhs each to Independent Directors of the Company including Mr. Shyam Mani, Non-Executive Director subject to necessary approval under Section 197 of the Companies Act, 2013. NRC also recommended to pay remuneration to Mr. Jayakumar though he resigned from the Board in December 2021. In line with the internal guidelines of the Company, no payment is proposed towards remuneration to Mr. P.B. Balaji, Non-Executive Director of the Company, who is in full time employment with other Tata Group company.

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Since overall remuneration of Rs.2.5 crore exceeds the limit of one percent of Net Profit calculated as per section 198, as prescribed under first proviso to Section 197 (1) (ii) (A) of the Companies Act, 2013, it is proposed to seek Shareholders approval by way of special resolution for payment of remuneration to Independent Directors including Mr. Jayakumar and Mr. Shyam Mani, Non-Executive Director.

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

All the Independent Directors including Mr. Shyam Mani, Non-Executive Director are interested in the Resolution at item no. 3 of the Notice except Mr. P.B. Balaji or key managerial personnel of the Company and their relatives.

For TATA MOTORS FINANCE SOLUTIONS LIMITED

NEERAJ DWIVEDI
Company Secretary
Membership No. A20874

Address:

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