



NOTICE

NOTICE IS HEREBY GIVEN THAT (02/F.Y.2022-23) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE SOLUTIONS LIMITED WILL BE HELD ON THURSDAY, JUNE 02, 2022 AT 3.30 P.M THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO.1

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION WITH AMENDED OBJECT CLAUSE:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to recommendation of Board of Director in their meeting held on May 24, 2022 and subject to such terms, conditions, amendments or modifications as may be required or suggested by Statutory Authorities, consent of the members be and is hereby accorded to adopt new set of Memorandum of Association (MOA) of the Company, as under:

OBJECT CLAUSE

(i) **By replacing the existing Sub-Clause 1 and 2 of Clause III (A), Main Object of the Memorandum of Association with following new sub clauses:**

1. To carry on the business of financing, re-financing and financial services of all kinds and descriptions, including without limitation, the finance of vehicles, tractors and other farm equipment, construction equipment, capital equipment, office equipment, two-wheelers, consumer durables, plant and machinery, factories, aircrafts, ships, their spares and components, including used/refurbished products, real estate, infrastructure work or activity

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as also services of every kind and description, through credit/ financing products, including by way of hire purchase, financial and/or operating leases, fleet leasing, dealer/channel financing, loans and guarantees, securitisation of loan/receivable portfolios, or otherwise, whether retail or through dealers and to render marketing, financing, agency, broking, back offices services and any other services, including but not limited to database management, customer support, for products/services of other institutions, insurers, companies, banks or any other financial intermediary or manufacturer.

2. To carry on the business of buying, underwriting, investing in, acquiring in any manner, holding, selling or disposing of shares, stocks, debenture, debenture-stock, bonds, properties whether movable or immovable, obligations, securities and other instruments, issued or guaranteed by any company, government, state or any other authority, trust, firm or person, whether in India or elsewhere, provided always that, no investment in securities imposing unlimited liability on the Company shall be made.
3. To carry on the business of arranging or providing financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises or for financing Industrial Enterprises; and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in infrastructure activities, which shall include work or facility or provision of services in relation to or in connection with promotion, construction, development, upgradation, modernization, expansion, operation, maintenance and improvement of any infrastructure project or facility including roadways, railways, airways, waterways, ports, dams, bridges, transport systems, power - generation, storage and distribution, telecommunications, irrigation, sewage, water supply, sanitation, health, tourism, education, welfare, mining and excavation, food and agriculture infrastructure and setting up of industrial areas.
4. To carry on the business of factoring both domestic and international and forfaiting, by purchasing (whether with or without recourse), selling, discounting, rediscounting, or assignment of debts, receivables, decrees, actionable and other claims of any nature

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whatsoever, or by providing otherwise various other factoring services and activities such as but not limited to full factoring, maturity factoring, invoice discounting, both disclosed and undisclosed, collection and recovery of debts, receivables, bills, notes, cheques, pay orders, commercial papers and other money market and negotiable instruments availing of notes, bills, commercial papers, money market instruments, actionable claims and other instruments and rights, and lending moneys or providing advance payment facility against purchase of debts and receivables.

(ii) **By replacing the existing Sub - Clauses '3' to '24' with new sub- clauses '5' to '65' of Clause III (B), objects incidental or ancillary to the attainment of the main objects of Memorandum of Association which are as under:**

5. Subject to the provisions of Section 179 of the Companies Act, 2013 and other applicable provisions, if any, to invest the surplus funds of the Company, from time to time, by acquiring shares, securities, stocks, debentures, bonds, units or Government securities or other securities, stocks, or otherwise and in such manner as may from time to time sell or vary such investments as may be determined by the Directors and to exercise and enforce all rights and powers conferred by or incidental to such investments and execute all such assignments, endorsements, transfers, receipts and documents that may be necessary in that behalf.
6. To lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security, as may seem expedient and, in particular to customers of and persons having dealings with the Company and to any other company or firm or person, as may be expedient and to guarantee the performance of contracts by any such persons, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
7. To negotiate loans, borrow monies, issue secured or unsecured debentures, whether convertible or non-convertible, to negotiate indemnity contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities from banks, financial institutions, government or semi-government bodies and others, or on behalf of companies, firms, societies, associations and others.

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8. To open current or savings or fixed deposit accounts with any bank and to pay into and draw money from these accounts.
9. To buy, sell, import, export and deal in merchandise, products, substances, commodities, articles and things required for the business of the Company.
10. To enter into negotiations or collaborations, technical, financial or otherwise with any persons or with foreign companies or any government and acquire by grant, purchase, lease, barter, licence or other terms of copyrights, formulae, process and other rights and benefits and to obtain financial and/or technical information, know-how and expert advice for providing or rendering services which the Company is authorized to provide or render.
11. To acquire by purchase, lease, exchange, hire, concessions, grant or otherwise either absolutely or conditionally and either alone or jointly with others, any patents, licences, concessions, patent rights, trade marks, privileges and other rights for the object and business of the Company or which the Company may think necessary or convenient to acquire or the acquisition of which in the opinion of the Company is likely to facilitate the realization of any securities held by the Company or to prevent or diminish any apprehended loss or liability or which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims and to pay for all such property and rights purchased or acquired by the Company in any manner including by shares, debentures, debenture stock, or bonds or other securities held by the Company or otherwise and to manage, sell, develop, improve, exchange, let on lease, or otherwise dispose of or turn to account all such property and rights purchased or acquired by the Company and to acquire and hold and generally deal with in any manner whatsoever all or any property and rights, moveable or immoveable and any right, title or interest therein which may form part of the security for any loans or advances made by the Company or which may be connected with any such security and all at such times and in such manner and for such manner and for such consideration as may be deemed proper or expedient.
12. To enter into agreements, contracts for, undertake or otherwise arrange for receiving, mailing or forwarding any circular, notice, report, material, brochure, article and thing(s) belonging to any company, corporation, firm, institution or person or persons by means of delivery by hand, electronically or otherwise and to establish, hold or conduct competitions in respect of

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contribution or information suitable for insertion in any publications of the Company or otherwise for any of the purposes of the Company and to offer and grant prizes, rewards and premiums of such character and on such terms as may be expedient.

13. To acquire by purchase, lease, hire or exchange or otherwise and to operate any kind of reproduction process equipment whatsoever.
14. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental work-shops for scientific and technical research experiment and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, work-shops, libraries, lectures, meetings and conference and by providing the remunerations of scientific or technical professors or teachers and by providing of the award of exhibitions scholarships, prizes, grants and bursaries to students or independent student or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment, test and invention of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
15. To purchase, hire or otherwise acquire and maintain suitable buildings, ownership flats, apartments, furniture and other fittings for the purpose of achieving any of the objects for which the Company is established and to construct, alter or keep in repair any buildings, flats or premises belonging to the Company.
16. To sell, improve, manage, develop, exchange, loan, lease or let, underlease, sub-let, mortgage, dispose of, turn to account or otherwise deal with any property of the Company or any portion of any premise for residential, trade or business purposes or other private or public purposes and collect rents and incomes therefrom.
17. Subject to the provisions of Sections 179 and 180 of the Companies Act, 2013 and other applicable provisions (if any), to receive money in any form, borrow or raise money on such terms and conditions as the Company may consider expedient and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular, by the issue or sale of debentures, debenture-stock, bonds; obligations,

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mortgages and securities of all kinds either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same, by trust deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company or otherwise howsoever, and to pledge or hypothecate any of the securities or investments of the kinds aforesaid.

18. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing placing of any debentures or other securities of the Company.
19. To enter into any arrangement with any government or authority supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from such government or authority all rights, concessions, and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
20. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and issue of its capital including brokerage and commission for obtaining applications, for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and costs, charges, expenses of negotiations and contracts and arrangement made prior to and in anticipation of the formation and incorporation of the Company, having regard to the provisions of the Companies Act, 1956/ Companies Act, 2013 and for incidental to the raising of money for the Company.
21. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other association or company having objects altogether or in part similar to those of the Company.
22. To take or otherwise hold shares in any other company, firm or association or co-operative society as permitted under the relevant regulatory/ statutory laws/ guidelines.

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23. To establish a trust or trusts and/or appoint trustees there of from time to time and vest funds or any property in the trustees who shall hold and deal with such funds or property in such manner as the Company may decide.
24. To undertake and execute any trusts the undertaking of which may seem to the Company desirable.
25. To draw, make, execute, issue, endorse, negotiate, accept, discount, buy, sell, collect and deal in bills of exchange, commercial paper, treasury bills, hundies, promissory notes, bills of lading, railway receipts, warrants, debentures, bonds, mortgage backed securities, letters of credit or obligations, certificates, scripts, warehouse receipts, pass through certificates and other negotiable instruments or securities whether transferable or negotiable or mercantile or not.
26. To lend money, securities and property, or receive loans or grants or deposits.
27. To establish offices or agencies, within or outside India or appoint agents there in order to carry out the object of the Company.
28. To conduct, undertake the conduct of and participate in national or international exhibitions.
29. To promote, form and register, and aid in the promotions, formation and registration of any company or companies, subsidiary or otherwise, body corporate, partnership or any other association of persons for engaging in any business, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise, acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in or for any of the objects mentioned in this Memorandum, and to subsidise or otherwise assist any such Company.
30. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund, whether for depreciation, or for repairing, improving, extending or maintaining any

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of the properties of the Company, or for redemption of debentures or redeemable preference share, or for any other purpose whatsoever conducive to the interest of the Company.

31. To provide for the welfare of employees or ex-employees of the Company (including Directors) and the wives and families, or the dependents or connections of such persons by building or contributing to building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments, or by creating and forming from time to time, subscribing or contributing to provident and other associations, institutions, funds or trusts, granting pensions and allowances, making payments towards Insurance and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money or donate to charitable, benevolent, patriotic, religious, scientific, national, or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or a public and general utility or otherwise.
32. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
33. To aid pecuniarily or otherwise any association, body or movement having for its object the solution, settlement, or surmounting of industrial or labour problems or troubles, or the promotion of industry or trade.
34. To remunerate the employees of the Company and others, out of and in proportion to the profits of the Company, or otherwise apply, as the Company may from time to time think fit, and subject to applicable law, from any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of forfeited shares, and also any moneys arising from the sale by the Company of forfeited shares.

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35. To distribute any of the property of the Company amongst the members in specie or in kind in the event of winding up subject to the provisions of the Companies Act, 1956/ Companies Act, 2013.
36. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture-stock, or securities, of this or any other Company, or in any other manner, whether out of the Company's capital, or profits, or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place, or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company for charitable, scientific, religious or benevolent, national, public general or other objects which the Company may think proper and to make such other donations as may be permissible under the law.
37. To procure the incorporation, registration or other recognition of the Company, in any country, State or place, outside India and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, Local Government, Municipal or other authority or body, Indian or foreign, for any acts of Parliament, laws, decrees concessions, orders, rights or privileges, that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
38. To conduct business in any part of the world and establish and maintain branches, offices and agencies either through a subsidiary company or companies or otherwise at any place or places in India or other parts of the world for the conduct of the business of the Company or for the purpose of enabling the Company to carry on its business more efficiently and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any part of the world and to discontinue any such offices, branches or agencies and to maintain all relevant local registers.
39. To stand guarantors and be surety or answerable for the debts, or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans or the fulfillment of any obligations or performances by any such person, firm or company, and to

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enter into contracts of indemnity or guarantee with such terms and conditions as may seem necessary or expedient for effecting the same.

40. To act as agents for financial products such as deposits, units of mutual funds, insurance policies, government securities, shares, bonds, debentures and/or other financial instruments.
41. To do the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either along or in conjunction with others.
42. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares or by the issue of securities, or partly in one mode and partly in another and generally on such terms as may be determined.
43. To sell, mortgage, exchange, lease, grant licenses, easements and other rights over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including any stocks, shares or securities, of any other company, whether partly or fully paid up.
44. To apply for and promote any Act of any legislature, or order or other legislative or legal sanction, either in India or anywhere else in the world, and to take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interest, and to carry on any negotiations or operations for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any purposes deemed beneficial to the Company or likely directly or indirectly to promote the interest of the Company or its members; and to oppose any steps taken by any authority, Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members.
45. To encourage, promote and reward studies, researches, experiments, tests and investigations of any kind, nature and description that may be considered likely to assist any of the businesses which the Company is authorized to carry on and further to acquire,

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preserve or disseminate information in connection with trade, commerce and industry, which the Company is, for the time being engaged in.

46. Subject to the provisions of the Companies Act, 2013, to give any class or section of those who have dealings with the Company any rights over or in relation to any fund or funds, or a right to participate in the profits of the Company or in the profits of any particular branch or part of the business, or any other special privileges, advantages or benefits.
47. To acquire, purchase, takeover and /or amalgamate business or undertakings of companies or firms which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate or merge with companies whose business are so acquired, purchased or taken over and/or to enter into any agreement with the object of acquisition of such undertaking and/or business.
48. To enter into partnership or into any arrangement for joint ventures in business for sharing profits, union of interest, lease, licence or otherwise, reciprocal concession or cooperate with any person, firm or company or to amalgamate with or acquire any person, firm or company carrying on or proposing to carry on any business having objects altogether or in part similar to those of the Company, or to sell, exchange, lease, surrender, abandon, amalgamate, subdivide, mortgage, reconstruct, restructure, de-merge or otherwise deal with either absolutely, conditionally or for any limited interest, all or any part of the undertaking, property, rights or privileges of the Company, as a going concern or otherwise, with any public body, corporation, company, society or association or to any persons, for such consideration as the Company may think fit and, in particular, for any stock, shares, debentures, debenture-stock, securities or properties of any other company, which the Company would or might derive any benefit, whether direct or indirect.
49. To undertake, carry out, promote, sponsor or assist directly or in any other manner any activity any agribusiness or other programmes including any programme for promoting the social and economical development and welfare of or the upliftment of the people in any area.
50. To undertake, carry out, promote, sponsor or assist directly or in any other manner any activity for the promotion and growth of the national economy and national welfare through increased productivity, effective utilisation of material and manpower resources and continued

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application of modern scientific and managerial techniques in keeping with the national aspirations and to discharge what the Directors consider to be the social and moral responsibilities of the Company to the consumers, employees, shareholders, society and local community.

51. To act as agents for investment, loan, payment transmission and collection of money, and for purchase, sale, improvement, development and management of all kinds of property, movable and immovable and of all kinds of business concerns and undertakings.
52. To apply for and become member of any business, commercial/trade/ industrial association, clearing house, society, company, professional body, stock-exchange, depository and promote measures for the protection and/or promotion of the Company's trade, industry and persons engaged therein.
53. To train or pay for the training in India or abroad of any of the Company's employees or to recruit and employ Indian or foreign experts in the interest of or in furtherance of the objects of the Company.
54. To grant employee stock options in accordance with the provisions of the Companies Act, 2013 and rules made there under and as may be permitted by the Securities and Exchange Board of India or Reserve Bank of India, as the case may be.
55. To indemnify officers, Directors, promoters and/or servants or employees of the Company against the proceedings, costs, charges, interests, damages, claims and demands, in respect of anything done, or ordered to be done, for and in the interests of the Company, or for any loss or damages or misfortunes whatsoever which occurred in the execution of the duties of their office or relation thereto.
56. To develop and promote new financing or banking instruments of all kinds whether for the capital market, money market or otherwise and to render all kinds of fee based financial services.
57. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned to arbitration and to observe

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and perform and do all acts, matters and things necessary to carry out or appeal against or enforce the awards, and to institute, conduct, defend, compound or abandon any legal or other proceedings by or against the Company and to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands against the Company and to appoint advocates, consultants and advisors in this connection.

58. To insure any of the property, undertakings, contracts, risks or obligations of the Company in any manner whatsoever.
59. To carry and engage in the business of providing consultative and technical services relating to the business of the Company or related business or any other business or activity, by way of market survey, preparing feasibility and project reports, and to enter into any arrangements of licensing, chartering, brokerage, technical business or financial collaboration with any other party or concern, for singular or mutual benefit or acquiring or disseminating, by license or otherwise, know-how whether existing or newly developed techniques, including any rights or special methods and trade secrets.
60. To provide for and furnish or secure to any member or customer of the Company, any convenience, advantage, benefit or special privilege, as may be legally permissible and which may seem expedient or necessary, either gratuitously or otherwise.
61. To form, constitute, promote, register, incorporate, recognize, subsidise, organize, manage and assist or procure or aid in the formation, constitution, promotion, registration, incorporation, recognition, subsidization, organization and assistance, or aiding any company or body companies of all kinds, under the laws or regulations in India and abroad, or setting up of concerns and undertakings whether as company, body corporate, partnership or any other association of persons, either as a subsidiary or otherwise, for engaging in any business whether arising from any contractual arrangement or otherwise, including enforcement of security or other similar arrangements, for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for engaging in any business and to pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of any other company by it and for preliminary expenses including all or any part of the costs and expenses of owners of any business or property acquired by the Company or for carrying on any business which the Company is

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authorised to carry on or for any other purposes which may seem directly or indirectly calculated to benefit the Company or to promote or advance the interests of the Company and to appoint and remunerate any directors, trustees, accountants or other experts.

62. To take part in the management, supervision, organization or control of the business or operations of any company, association, firm or person and to act as agents, selling agents, buying agents, brokers, trustees or other officers or agents of any other company, association, firm or person, and for that purpose, to appoint and remunerate any directors, managers, trustees, accountants or other experts or agents or any other employees of any company in which the Company is or may be interested.
63. To nominate Directors or Employees of the Company in any subsidiary company or of any other company in which this Company is or may be interested.
64. To do any form of business which the Reserve Bank of India or any other regulatory authority may specify as a form of business in which it is lawful for a Non-Banking Financial Company to engage.
65. To act as principal, agent, trustee, contractor, carrier, broker, underwriter, insurer, factor and either alone or in conjunction with others and either by or through agents, contractors, trustees or otherwise and to carry on business which may seem to the Company capable of being conveniently carried on or which are calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights.

(iii) **By deleting existing Clause III (C), Other objects of the Memorandum of Association.**

“RESOLVED FURTHER THAT any member of Board of Director and Mr. Neeraj Dwivedi, Company Secretary be and is hereby severally authorized to sign and execute such documents / papers, file necessary form(s)/ letter(s) with the Registrar of Companies / Ministry of Corporate Affairs, with the Central Government and other concerned authority(ies) and to do all such acts, deeds, matters and things on behalf of the Company as they may deem fit, proper and necessary to give effect to this resolution.”

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ITEM NO.2:

APPOINTMENT OF MR. DHIMAN GUPTA (DIN: 09420213) AS NON-EXECUTIVE DIRECTOR.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and 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, Mr. Dhiman Gupta (DIN: 09420213) who was appointed as an Additional Director designated as Non-Executive Director by the Board of Directors in their meeting held on May 24, 2022, be and is hereby appointed as Non-Executive Director on the Board of Tata Motors Finance Solutions Limited commencing from May 24, 2022, who shall be liable to retire by rotation.”

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 30, 2022

Place: Mumbai

TATA MOTORS FINANCE SOLUTIONS LIMITED

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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 Thursday, June 2, 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.

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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”) relating to the special businesses 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

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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:

TATA MOTORS FINANCE SOLUTIONS LIMITED

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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 30, 2022

Place: Mumbai

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ANNEXURE TO NOTICE

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

ITEM NO. 1:

**ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION WITH AMENDED OBJECT
CLAUSE:**

Pursuant to the Factoring Regulation (Amendment) Act, 2021 and the Registration of Factors (Reserve Bank) Regulations, 2022 ("RBI Factoring Regulations"), NBFC-ICCs which meet eligibility criteria specified therein are permitted to undertake factoring business without converting into a NBFC-Factor after registering with/ obtaining the approval of the Reserve Bank of India ("RBI").

The Company as part of its business, finances inter alia the vendors and dealers of Tata Motors Limited ("TML") (its ultimate parent) in the form of both channel finance and long-term financing. The Company believes that factoring would complement the existing business and create a new avenue and mode of financing for its wholesale business in the TML ecosystem. The Company also meets all the eligibility criteria set out in the RBI Factoring Regulations to be able to undertake the factoring business departmentally (i.e. without converting into an NBFC-Factor).

The Board of Director at its meeting held on May 24, 2022 has approved the proposal to undertake the factoring business, subject to obtaining the approval/ registration with the RBI in terms of the RBI Factoring Regulations.

Accordingly, it is proposed that the Company's MOA be amended to include a specific main object for the Company i.e., to undertake factoring business. Considering that the Company is undertaking an amendment to its MOA for the aforesaid purpose and the existing MOA is the MOA that was applicable prior to the acquisition of the Company by the Tata Motors group, it is proposed to make consequential amendments to align the objects clause of the MOA of the Company with the memorandum of association of Tata Motors Finance Limited, the Company's affiliate which is also a NBFC-ND-SI.

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Pursuant to the Provisions of Section 13 of the Companies Act, 2013 and relevant Rules made thereunder, alteration of the object clause of the MOA requires approval of members by way of a special resolution. Hence, the approval of members is sought for adoption of new set Memorandum of Association (MOA) with amended object clause by way of a special resolution.

Accordingly, the Board of Directors at their meeting held on May 24, 2022 has given its approval to adopt amended Memorandum of Association and recommended the Resolution No.1 of the accompanying Notice for the approval of the members of the Company by way of a 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.

ITEM No.2:

APPOINTMENT OF MR. DHIMAN GUPTA (DIN: 09420213) AS NON-EXECUTIVE DIRECTOR

Based on the recommendations of the Nominations and Remuneration Committee in their meeting held on April 28, 2022, the Board of Directors of the Company in its meeting held on May 24, 2022 had appointed **Mr. Dhiman Gupta (DIN: 09420213)** as Non-Executive, Additional Director of the Company effective from May 24, 2022 subject to the approval of shareholders at the ensuing General Meeting who shall be liable to retire by rotation.

A brief profile of Mr. Dhiman Gupta is as follows:

Mr. Dhiman Gupta is a graduate from Indian Institute of Technology, Kharagpur and holds a post-graduate management degree from Indian Institute of Management, Ahmedabad. He has 15+ years of experience in corporate finance and M&A across various industry verticals. Mr. Dhiman Gupta is currently Vice President – Treasury, IR and M&A for Tata Motors Limited. He has led the business restructuring and fund-raising initiatives at TML over the last few years, including the subsidiarization of PV business and raising \$1Bn growth capital for EV business. Prior to joining TML, Mr. Dhiman was with Tata Sons Group Chairman's office where he closely worked with multiple group

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companies to assist on business strategy and M&A. Prior to that, Mr. Dhiman Gupta was with the Corporate Finance team of Standard Chartered, Mumbai.

The Company has obtained his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration in Annex-2 for Fit & Proper status as per RBI Guidelines and other Statutory declarations. Mr. Dhiman Gupta is not disqualified from being appointed as Director of the Company in terms of Section 164 of the Companies Act, 2013.

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. Dhiman Gupta
DIN	09420213
Date of Birth and Age	14/08/1981, 41 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	As per internal guidelines of the Company, no remuneration shall be paid to Mr. Dhiman Gupta as he is in whole time employment of other Tata Group Company.
Details of the remuneration last drawn by such person (FY 2020-21)	Nil
Date of first appointment on the Board	May 24, 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 FY 2021-22	Nil
Other Directorships	Tata Precision Industries (India) Limited TML Holdings Pte. Ltd.

TATA MOTORS FINANCE SOLUTIONS LIMITED



Membership / Chairmanship of Committees of other Board	Nil
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Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Mr. Dhiman Gupta as Non-Executive Director of the Company commencing from May 24, 2022.

The Board of Directors recommends the Resolution No.2 of the accompanying Notice, for the approval of the members of the Company by way of an Ordinary Resolution.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 2, except for Mr. Dhiman Gupta.

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

NEERAJ DWIVEDI

Company Secretary

Membership No. A20874

Address:

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Date: May 30, 2022

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