



NOTICE IS HEREBY GIVEN THAT THE 33rd ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TATA MOTORS FINANCE LIMITED WILL BE HELD ON FRIDAY, JUNE 24, 2022 AT 4.15 P.M. THROUGH VIDEO CONFERENCING FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P.B. Balaji (DIN: 02762983), Non- Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines for appointment of statutory auditors by Commercial Banks, Urban Co-operative Banks and NBFCs including Housing Finance Companies [RBI/2021-22/25, Ref. No. DoS. CO. ARG/ SEC.01/08.91.001/2021-22] dated April 27, 2021 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any; consent of the members be and is hereby accorded for appointment of

1. M/s Sharp & Tannan Associates, Chartered Accountants, (Firm Registration No. 109983W),
2. M/s G. M. Kapadia & Co, Chartered Accountants, (Firm Registration No. 104767W),

as the joint Statutory Auditors of Tata Motors Finance Ltd. to hold office from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting to be held in the year 2024 subject to their continuity of fulfilment of the applicable eligibility norms at such remuneration as may be mutually agreed between Board of Directors of the Company or Committee thereof and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with both the above Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

TATA MOTORS FINANCE 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 - U45200MH1989PLC050444
Registered Office 14 4th Floor Sir H C Dinshaw Building 16 Horniman Circle Fort Mumbai 400 001 Maharashtra



SPECIAL BUSINESS

4. 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 the recommendation of the Nomination and Remuneration Committee and the 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 commencing from May 24, 2022 who shall be liable to retire by rotation.”

For TATA MOTORS FINANCE LIMITED

VINAY LAVANNIS

Company Secretary

Membership No.: A7911

Address:

TATA MOTORS FINANCE LIMITED

CIN: U45200MH1989PLC050444

14, 4th Floor, Sir H.C. Dinshaw Building 16,
Horniman Circle, Fort, Mumbai-400601

Tel: 91 22 61815400/ Fax: 91 22 6181 5700

E-mail: vinay.lavannis@tmf.co.in

Web: www.tmf.co.in

Date: June 17, 2022

Place: Mumbai

NOTES:

1. The said Annual General Meeting (AGM) 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 AGM on shorter notice.
2. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated 05.05.2020 read with General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021, General Circular No.21/2021 dated 14.12.2021 and General Circular No.02/2022 dated 05.05.2022 (collectively referred to as MCA Circulars) has permitted and issued procedural guidelines in respect of holding of the Annual General

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Meeting through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through Video Conference (VC) via Microsoft Teams on Friday, June 24, 2022 at 4.15 p.m. (IST).

3. Pursuant to the provisions of the Companies act, 2013, a member entitled to attend and vote at the AGM 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 Annual General Meeting (AGM) 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 AGM venue are not annexed to this notice.
4. The attendance of the members attending the AGM 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 AGM 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. Vinay Lavannis, Company Secretary at e-mail: vinay.lavannis@tmf.co.in.
6. A Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") is attached to Notice for special business to be transacted at the meeting.
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 AGM, members are requested to convey their vote by e-mail at vinay.lavannis@tmf.co.in.
8. 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. Vinay Lavannis, Company Secretary at vinay.lavannis@tmf.co.in.
9. During this AGM, 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 vinay.lavannis@tmf.co.in.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and May 13, 2022, the Notice of the AGM along with the Annual Report for the FY 2021-22, is being sent only through electronic mode to those members/ Debenture holders

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whose email addresses are registered with the Company/Depositories Participant(s)/ Registrar & Transfer Agent. Members/ Debenture holders who have not registered their email ids so far, are requested to register their e-mail ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.

11. The copy of this notice shall be displayed on the website of the Company i.e. www.tmf.co.in. Further, in pursuance of MCA circulars, the transcript of the said meeting shall also be made available on the website of the Company after the conclusion of the meeting.
12. The AGM shall be conducted through Microsoft Teams software and any member who need assistance in connection with using the technology during the AGM may reach out to Company officials at tmf.secretarial@tmf.co.in.

For TATA MOTORS FINANCE LIMITED

VINAY LAVANNIS

Company Secretary

Membership No.: A7911

Address:

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EXPLANATORY STATEMENT

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the special business of the accompanying Notice dated June 17, 2022.

ITEM NO. 4:

Appointment of Mr. Dhiman Gupta (DIN: 09420213) as Non-Executive Director

Based on the recommendation of the Nomination and Remuneration Committee in their meeting held on April 28, 2022, the Board of Directors of the Company in their 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.

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 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 a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, 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 a Director of the Company in terms of Section 164 of the Companies Act, 2013.

Details of the 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, 40 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

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	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. TMF Holdings Limited Tata Motors Finance Solutions Limited
Membership / Chairmanship of Committees of other Board	Nil

Therefore, approval of the members 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.4 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

No Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at item no. 4, except for Mr. Dhiman Gupta.

For TATA MOTORS FINANCE LIMITED

VINAY LAVANNIS

Company Secretary
Membership No.: A7911

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