



NOTICE

NOTICE IS HEREBY GIVEN THAT (04/F.Y.2022-23) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE SOLUTIONS LIMITED WILL BE HELD ON THURSDAY, OCTOBER 13, 2022 AT 04.00 P.M THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO.1:

APPROVAL FOR INCREASE IN AUTHORIZED SHARE CAPITAL:

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

“RESOLVED THAT pursuant to section 13 read with section 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded to increase the authorized share capital of the Company from the existing Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) divided into 18,00,00,000 (Eighteen Crores) Equity Shares of Rs. 100/- (Rupees Hundred only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred only) each to Rs. 5500,00,00,000/- (Rupees Five Thousand Five Hundred Crores only) divided into 53,00,00,000 (Fifty-Three Crore) Equity Shares of Rs. 100/- (Rupees Hundred only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred only) each.”

“RESOLVED FURTHER THAT pursuant to section 13 read with section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the shareholders of the Company , in terms of section 13 and section 61 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced, be as under:

“Clause V.

The Authorized Share Capital of the Company is Rs. 5500,00,00,000/- (Rupees Five Thousand Five Hundred Crores only) divided into 53,00,00,000 (Fifty-Three Crores) Equity Shares of Rs. 100/- (Rupees Hundred only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred only) each.”

TATA MOTORS FINANCE SOLUTIONS LIMITED

I-Think Techno Campus Building A 2nd Floor Off Pokhran Road 2 Thane West 400 601
Tel 91 22 6181 5400 Fax 91 22 6181 5700 website www.tmf.co.in CIN - U65910MH1992PLC187184
Registered Office 14 4th Floor Sir H C Dinshaw Building 16 Horniman Circle Fort Mumbai 400 001 Maharashtra



“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

Neeraj Dwivedi

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 6848 4900 Fax: 91 22 6181 5700

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

Web: www.tmf.co.in

Date: October 10, 2022

Place: Mumbai

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. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 3/2022 dated May 5, 2022 read with Circular No. 10/2021 dated June 23, 2021, Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2021 dated December 8, 2021 (collectively referred to as MCA Circulars), permitted the holding of the Extra-Ordinary General meeting (“EGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“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, October 13, 2022 at 04.00 p.m. (IST).

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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”) 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

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9. 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

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

ITEM NO. 1:

APPROVAL FOR INCREASE IN AUTHORIZED SHARE CAPITAL:

The members are requested to note that TMFHL, being a core investment company, currently has 2 subsidiaries viz. Tata Motors Finance Limited (TMFL) and Tata Motors Finance Solutions Limited (TMFSL), who are primarily engaged in the business of lending and are registered as a NBFC ND SI. While each of the entities cater to distinct segments and offer different products, it is proposed to consolidate the Non-Banking Finance related businesses at TMFSL level, for creation of a single larger unified entity and reduce the number of Non-Banking Financial Companies (NBFCs) within the TMF group to achieve optimal and efficient utilization of capital; enhance operational and management efficiencies and have a simplified organizational structure.

The Board at its meeting held on October 3, 2022 had approved a Scheme of arrangement between TMFL and TMFSL wherein NBFC business of TMFL is to be transferred to TMFSL. Upon proposed Scheme becoming effective and once Demerger of the Demerged Undertaking of TMFL vests into TMFSL in terms of this Scheme, TMFSL shall absorb lending assets of Rs.34,077.54 crore basis provisional financials as at June 30, 2022 assuming demerger of NBFC business from TMFL to TMFSL effective April 01, 2023 and to match this with capital, TMFSL will be required to issue and allot its equity shares, credited as fully paid up, to the members of TMFL whose names appear in the register of members of TMFL (except for shares already held by TMFSL) as on record date, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of TMFSL in the following proportion viz.:

“34 equity shares of face value of Rs. 100/- each of TMFSL shall be issued and allotted as fully paid up for every 10 equity shares of the face value of Rs. 100/- each fully paid up held in TMFL.”

To enable the issuance of such equity shares by the Company, it is proposed to increase the authorized share capital of the Company from the existing Rs. 2000,00,00,000/- (Rupees Two Thousand Crore only) divided into 1800,00,000 (Eighteen Crore) Equity Shares of Rs. 100/- (Rupees Hundred only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred only) each to Rs. 5500,00,00,000/- (Rupees Five Thousand Five Hundred Crores only) divided into 53,00,00,000 (Fifty-Three Crores) Equity Shares of Rs. 100/- (Rupees Hundred only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred only) each.

TATA MOTORS FINANCE SOLUTIONS LIMITED



Pursuant to section 61 of the Companies Act, 2013, a company may alter its share capital with the consent of the shareholders of the company. Hence, the Board of Directors at their meeting held on October 03, 2022 has approved the proposal for increase in Authorized Capital to Rs. 5500,00,00,000/- (Rupees Five Thousand Five Hundred Crores only) divided into 53,00,00,000 (Fifty-Three Crores) Equity Shares of Rs. 100/- (Rupees Hundred only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred only) each and recommended the same for shareholders' approval.

Accordingly, the Board of Directors recommends the Resolution of the accompanying Notice, for the approval of the members of the Company by way of an Ordinary Resolution.

Therefore, members are requested to give their approval for alteration of clause V of Memorandum of Association to increase the Authorized Share Capital of the Company to Rs. 5500,00,00,000/- (Rupees Five Thousand Five Hundred Crore only) divided into 53,00,00,000 (Fifty-Three Crore) Equity Shares of Rs. 100/- (Rupees Hundred only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred only) each by passing an Ordinary Resolution.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned in item no. 1.

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

NEERAJ DWIVEDI
Company Secretary
Membership No. A20874

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