



NOTICE IS HEREBY GIVEN THAT (04/F.Y.2022-23) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE LIMITED WILL BE HELD ON MONDAY, FEBRUARY 27, 2023 AT 4.00 P.M. ON SHORTER NOTICE THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1

APPROVAL FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES:

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

“**RESOLVED THAT** pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession and restatement of the resolution passed by the members on March 04, 2022 (but without prejudice to any non-convertible debentures already issued till the date hereof pursuant to the authority conferred under that resolution), the approval of the members, be and is hereby accorded to the Board of Directors of the Company for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures on private placement basis during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company, as approved by the members, from time to time subject to following limits:

1. Secured Listed NCDs up to Rs. 5000 Crore through private placement
2. Unsecured Listed NCDs up to Rs. 390 Crore through private placement
3. Unsecured Listed NCDs up to Rs. 2300 Crore through private placement
4. Secured Listed NCDs up to Rs. 212 Crore
5. Secured Listed NCDs up to Rs. 1419 Crore
6. Unsecured/ Secured Listed Market Linked NCDs up to Rs. 1000 Crore
7. Unsecured, Redeemable, Non-convertible Subordinated Listed debentures comprising as Tier II up to Rs. 365 Crore; and
8. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of Tier I and Tier II Capital up to Rs. 37 Crore.
9. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of Tier I and Tier II Capital up to Rs. 39.70 Crore.
10. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of Tier I and Tier II Capital up to Rs. 115 Crore.
11. Unsecured, Non-Convertible Subordinated Listed/ Unlisted Perpetual Debentures comprising of Tier I and Tier II Capital up to Rs. 500 Crore.”

TATA MOTORS FINANCE LIMITED



“**RESOLVED FURTHER THAT** the Board of Directors of the Company or persons as authorized by Board (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to determine the price and terms of each issuance or tranche/series of the non-convertible debentures from time to time as per the prevailing market conditions.”

“**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 and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

ITEM NO.2

RE-APPOINTMENT OF MR. NASSER MUNJEE (DIN: 00010180) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM:

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 Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Nasser Munjee (DIN: 00010180), whose first term as an Independent Director expires on March 02, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, the members of the Company hereby approves the re-appointment of Mr. Nasser Munjee (DIN: 00010180) as an Independent Director for a second term from March 03, 2023 till November 18, 2027.”

“**RESOLVED FURTHER THAT** Mr. Munjee being an Independent Director, would not be responsible for day-to-day affairs of the Company.”

“**RESOLVED FURTHER THAT** any one of the Director or Company Secretary be and is hereby authorized to file requisite form with Registrar of Companies (ROC), Mumbai and to do all acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

For TATA MOTORS FINANCE LIMITED

VINAY LAVANNIS
Company Secretary
Membership No. A7911

Date: February 22, 2023
Place: Mumbai

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



Address:

TATA MOTORS FINANCE LIMITED

CIN: U45200MH1989PLC050444

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: vinay.lavannis@tmf.co.in

Web: www.tmf.co.in

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"). In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams on Monday, February 27, 2023 at 4.00 p.m. (IST).
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. Vinay Lavannis, Company Secretary** at e-mail: vinay.lavannis@tmf.co.in

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6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) relating to the special business 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 vinay.lavannis@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. Vinay Lavannis, Company Secretary at vinay.lavannis@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 vinay.lavannis@tmf.co.in
10. The EGM shall be conducted through the Microsoft Teams software platform or through other video-conferencing software and web links shall be shared with members in separate communication. Members who need assistance in connection with using the technology before or during the EGM, may reach out to the Company Secretary at vinay.lavannis@tmf.co.in

For TATA MOTORS FINANCE LIMITED

VINAY LAVANNIS
Company Secretary
Membership No. A7911

Date: February 22, 2023

Place: Mumbai

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ANNEXURE TO NOTICE

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

ITEM NO. 1

APPROVAL FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS:

The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by the Company, including the price at which such non-convertible debentures are being issued on the basis of the prevailing market conditions.

The members at their Extra Ordinary General Meeting held on March 04, 2022 had approved the limits for issue of Non-Convertible Debentures which is valid for one year.

The Company in order to ensure administrative convenience and smooth running of borrowing book through issuance of Debentures, wish to re-affirm and re-align the present monetary limits for a further period of one year.

Therefore, members are requested to give their approval by way of Special Resolution pursuant to Section 42 and Section 71 of the Companies Act, 2013 read with rules made there under as given in Item No.1.

The Directors or Key Managerial Persons of the Company or their respective relatives may be deemed to be concerned or interested in the Resolution at Item No. 1 to the extent of the debentures that may be subscribed to by them or by the companies / firms in which they are interested.

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ITEM NO.2

RE-APPOINTMENT OF MR. NASSER MUNJEE (DIN: 00010180) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM:

The members are requested to note that the current term of Mr. Nasser Munjee as an Independent Director will be completed on March 02, 2023.

In accordance with the provisions of Section 149 (4) of the Companies Act, 2013, the Company shall have at least one-third of the total number of directors as Independent Directors.

Pursuant to the provisions of Companies Act, 2013 and Rules made thereunder and considering the amount of contribution and expertise brought in the Board by Mr. Munjee, it is proposed to re-appoint him as an Independent Director for a second term from March 03, 2023 till November 18, 2027.

A brief profile of Mr. Nasser Munjee is as follows:

Mr. Nasser Munjee served with HDFC for over 20 years at various positions including as its Executive Director. He was the Managing Director of Infrastructure Development Finance Co. Ltd. (IDFC) up to March 2004. Mr. Munjee was a Technical Advisor on the World Bank-Public Private Partnership Infrastructure and Advisory Fund. Presently he is on the Board of various Multinational Companies and Trusts. He was the Chairman of Development Credit Bank (DCB).

Mr. Munjee holds a Bachelor's degree and a Master's degree from the London School of Economics, UK.

The Company has received a declaration from Mr. Nasser Munjee, being eligible for re-appointment as an Independent Director providing 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, as amended from time to time. The Company has also received a declaration from him confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and other statutory declarations including fit and proper declarations as required under RBI guidelines etc. Mr. Munjee is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from TMF Holdings Limited, a member for proposing the candidature of Mr. Munjee to be re-appointed as an Independent, Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors dated February 10, 2023 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013

TATA MOTORS FINANCE LIMITED



and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management during his tenure and considering his performance evaluated by the Board as a Non-Executive Director and Chairman of the Board, the approval of the members of the Company is sought to re-appoint Mr. Nasser Munjee as an Independent Director for a second term from March 03, 2023 till November 18, 2027 by passing Special Resolution as per Item No. 2 in terms of Section 149(9) of the Companies Act, 2013.

None of the directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of the aforesaid resolution of Item No. 2, except Mr. Nasser Munjee.

For TATA MOTORS FINANCE LIMITED

VINAY LAVANNIS
Company Secretary
Membership No. A7911

Date: February 22, 2023

Place: Mumbai

Address:

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