



NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TATA MOTORS FINANCE LIMITED WILL BE HELD ON AUGUST 01, 2023 AT 04.40 PM THROUGH VIDEO CONFERENCING (“VC”) FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 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.

SPECIAL BUSINESSES:

3. Retirement of Mr. Shyam Mani

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

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions if any, of the Companies Act, 2013 read with Tata Corporate Governance Guidelines, the vacancy caused due to retirement by rotation of Mr. Shyam Mani, be not filled at this meeting.”

4. Appointment of Mr. Vinu Nair as Manager 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 and the 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) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Vinu Nair, as a Manager & Key Managerial Personnel (KMP) of the Company for

TATA MOTORS FINANCE LIMITED



a period of 3 years from July 01, 2023 till June 30, 2026 on such terms and conditions as contained in the draft agreement placed before the members at the meeting.”

“**RESOLVED FURTHER THAT** Mr. Vinu Nair in the capacity of Manager and KMP of the Company will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time.”

“**RESOLVED FURTHER THAT** any one of the Director or Chief Financial Officer or Company Secretary be and are hereby severally authorized to file the necessary forms with the Ministry of Corporate Affairs and to take such steps as may be necessary to give effect to the aforesaid resolution.”

For TATA MOTORS FINANCE LIMITED

NEERAJ DWIVEDI

Company Secretary

Membership No.: A20874

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: neeraj.dwivedi@tmf.co.in

Web: www.tmf.co.in

Date: July 29, 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



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 Meeting through video conferencing (VC) 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 August 01, 2023 at 04.40 PM.
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 sent to the Company addressing Mr. Neeraj Dwivedi, Company Secretary at e-mail: neeraj.dwivedi@tmf.co.in.

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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 neeraj.dwivedi@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. Neeraj Dwivedi, Company Secretary at neeraj.dwivedi@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 neeraj.dwivedi@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 2022-23, is being sent only through electronic mode to those members/ Debenture holders 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.

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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

NEERAJ DWIVEDI

Company Secretary

Membership No.: A20874

Address:

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Date: July 29, 2023

Place: Mumbai

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ANNEXURE TO THE NOTICE

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

Item No. 03:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Shyam Mani retires by rotation at this Annual General.

As per Tata Corporate Governance Guidelines, all the Non- Executive Director shall retire on attaining the age of 70 years. Mr. Shyam Mani is attending the age of 70 years on September 01, 2023.

As per the provisions of Section 149 of the Companies Act, 2013, the composition of the Board is adequate. Therefore, it is proposed that the vacancy caused by retirement of Mr. Shyam Mani shall not be filled and Mr. Mani will retire at the conclusion of this meeting.

No Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 except Mr. Shyam Mani.

The Board of Directors recommends the Resolution No. 3 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

Item No. 4

The Nomination and Remuneration Committee of the Board at its meeting held on June 23, 2023, had recommended the appointment of Mr. Vinu Nair as Manager and Key Managerial Personnel (KMP) as per the provisions of the Companies Act, 2013 till June 30, 2026.

Accordingly, the Board of Directors at its meeting held on June 23, 2023 had appointed Mr. Vinu Nair as Manager and key Managerial Personnel (KMP) commencing from July 01, 2023 and shall hold the office till June 30, 2026 subject to the approval of members at the ensuing General Meeting.

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A brief profile of Mr. Vinu Nair is as under:

Mr. Vinu Nair is Chief Operating Officer – Regions & Collection at Tata Motors Finance (TMF). With over 25 years of operational domain expertise, Mr. Vinu Nair oversees the entire pan-India collections infrastructure and special projects at Tata Motors Finance.

Over the years, Mr. Vinu Nair has emerged as an influential C-Suite industry leader in the retail finance (Bank & NBFC), automotive, and insurance sectors with a specialization in managing and streamlining stressed asset collections.

In the past, he has initiated and laid the foundations of used vehicle financing business at Tata Motors Finance. Mr. Vinu Nair also led TATA Motors Insurance Broking & Advisory Services Limited and Concorde Motors in capacity of Chief Operating Officer and Chief Executive Officer, respectively.

He is passionate about building and strengthening future businesses leaders within the organisation through his impeccable people management and execution skills.

In his recreational hours, Mr. Vinu Nair enjoys playing tennis. He is also an avid reader having a particular interest towards observing and analysing regional, national, and global trends in the economy and financial sectors.

The Company has obtained his consent in writing to act as Manager in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and other Statutory declarations.

Accordingly, it is proposed to seek member's approval for the appointment of Mr. Vinu Nair as Manager and Key Managerial Personnel of the Company, in terms of the applicable provisions of the Companies Act, 2013.

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Terms and conditions of his appointment:

The terms of appointment of Mr. Vinu Nair are defined in an agreement to be executed between the Company and Mr. Vinu Nair. A copy of aforesaid agreement shall be placed at the meeting and shall be available for inspection and can be requested by members by sending e-mail at neeraj.dwivedi@tmf.co.in..

Remuneration payable:

Currently, Mr. Vinu Nair is Chief Operating Officer –Regions & Collections at Tata Motors Finance Solution Limited and will be handling the role of Manager & KMP in Tata Motors Finance Limited as an additional responsibility. Hence, he will not draw any remuneration from Tata Motors Finance Limited.

Interest of a Directors in such appointments, if any: Nil

Details of the Manager 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 Manager	Mr. Vinu Nair
DIN/ PAN	ACTPN9036G
Date of Birth and Age	10/01/1972, 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	Nil
Details of the remuneration last drawn by such person (FY 2022-23)	Nil
Date of first appointment on the Board	Not Applicable
Shareholding in the Company	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during FY 2022-23	Nil
Other Directorships	Nil
Membership / Chairmanship of Committees of other Board	Nil

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 a Special Resolution.

Therefore, approval of the members is sought for the appointment of Mr. Vinu Nair as Manager & KMP of the Company w.e.f. July 01, 2023 by way of passing a Special resolution.

No Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 except Mr. Vinu Nair.

For TATA MOTORS FINANCE LIMITED

NEERAJ DWIVEDI

Company Secretary

Membership No.: A20874

Address:

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