



NOTICE

NOTICE IS HEREBY GIVEN THAT (03/F.Y.2023-24) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE SOLUTIONS LIMITED WILL BE HELD ON OCTOBER 25, 2023 AT 04.30 P.M. THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO.1:

AMENDMENT IN MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA):

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

“RESOLVED THAT pursuant to Section 13 and 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 add following clause 1A after clause 1 in the main objects of Memorandum of Association (MOA) of the Company:

CLAUSE NO: 1A

To act as a Composite broker as given/ defined in the Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulations, 2018 or any other regulations as may be applicable from time to time and/ or to conduct Insurance literacy and awareness campaigns at Company’s website/ platform or at of its branch/ office.”

“RESOLVED FURTHER THAT any Director or Chief Financial Officer or 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.”

For TATA MOTORS FINANCE SOLUTIONS LIMITED

VINAY LAVANNIS
Company Secretary
Membership No. A7911

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



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: Vinay.lavannis@tmf.co.in

Web: www.tmf.co.in

Date: October 19, 2023

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"). 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 Wednesday, October 25, 2023 at 04.30 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 sent to the Company addressing Mr. Vinay Lavannis, Company Secretary at e-mail: Vinay.lavannis@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.

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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 at Vinay.lavannis@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 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 SOLUTIONS LIMITED**

VINAY LAVANNIS
Company Secretary
Membership No. A7911

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: vinay.lavannis@tmf.co.in

Web: www.tmf.co.in

Date: October 19, 2023

Place: Mumbai

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

ITEM NO. 1:

AMENDMENT IN MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA):

The members are requested to note that the Company has filed an application for Corporate Agency license with Insurance Regulatory and Development Authority of India (IRDAI). The Company vide its main object clause of Memorandum of Association (MOA) is authorized to carry on the business of agency/ broking with insurers along with other generic activities linked to Financing business.

However, IRDAI has advised that main object of MOA should specifically empower the Company for Insurance Solicitation as Corporate agent.

The Board at its meeting held on September 26, 2023 had provided its approval to add Clause no 1A in main objects of the MOA of the Company.

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

A copy of the amended MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturday, Sunday and public holidays, between 09.30 a.m. to 6.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

Therefore, members are requested to give their approval to add Clause No. 1A in main objects of the MOA of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolutions mentioned in Item No. 1.

For **TATA MOTORS FINANCE SOLUTIONS LIMITED**

VINAY LAVANNIS
Company Secretary
Membership No. A7911

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