



Date: June 13, 2024

To,  
National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra East,  
Mumbai 400051, Maharashtra.

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Kala Ghoda, Fort,  
Mumbai 400001, Maharashtra.

Dear Sir/Madam,

**Sub: Compliance Report to be submitted along with the application for obtaining No-objection Letter from Stock Exchange(s) in terms of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

It is hereby certified that the Scheme of Arrangement amongst Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited) and Tata Capital Limited and their respective shareholders ("**Scheme**") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, including the following:

Sr. No.	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	-
2.	Submission of Valuation Report	Yes	-
3.	Submission of Fairness opinion	Yes	-
4.	Submission of documents to Stock Exchange(s)	Yes	-
5.	Disclosures in the Scheme of Arrangement	Yes	-

**TATA MOTORS FINANCE LIMITED**

**(Formerly Tata Motors Finance Solutions Limited)**

I- Think Techno Campus Building A 2<sup>nd</sup> 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 4<sup>th</sup> Floor Sir H C Dinshaw Building 16 Horniman Circle Fort Mumbai 400 001 Maharashtra



6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	To be complied	The Company undertakes to provide e-voting facility, if required, after disclosure of all material facts (including the no-objection letter of the exchange) in the notice to holders of NCDs wherever the approval of holders of NCDs is sought.
7.	Grievance redress/ Report on Complaints/ Comments	To be complied	The Company undertakes to provide the report on complaints within 7 days of expiry of 10 days from the date of uploading the draft Scheme and related documents on exchange's website.
8.	Conditions for schemes of arrangement involving unlisted entities	Not Applicable	Both the entities involved the Scheme are debt listed companies.
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	-

**Vinay Lavannis**  
**Company Secretary**  
**Membership No: A7911**

**Samrat Gupta**  
**Managing Director & CEO**  
**DIN: 07071479**

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement amongst Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited) and Tata Capital Limited and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

**Ridhi Gangar**  
**Chief Financial Officer**

**Samrat Gupta**  
**Managing Director & CEO**  
**DIN: 07071479**

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