



January 20, 2025

To  
The Manager- Debt Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051

To  
The General Manager- WDM Listing  
BSE Limited  
P.J. Towers,  
Kala Ghoda, Fort,  
Mumbai- 400001

**Sub: Intimation of Extra-Ordinary General Meeting (EGM) of Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited) scheduled on Thursday, January 23, 2025 at 3.00 P.M. at shorter notice as required under Regulation 50 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

Dear Sir / Madam,

This has reference to above subject.

Pursuant to Regulation 50 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby inform that an Extra- Ordinary General meeting (EGM) of the members of the Company is scheduled to be held on Thursday, January 23, 2025 at 03.00 P.M. at shorter notice for the items listed in the Notice, attached herewith.

Thanking You

Yours faithfully,

**For TATA MOTORS FINANCE LIMITED**  
(Formerly Tata Motors Finance Solutions Limited)

**VINAY LAVANNIS**  
Company Secretary  
Membership No. A7911

**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



**NOTICE**

**NOTICE IS HEREBY GIVEN THAT (01/F.Y.2024-25) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TATA MOTORS FINANCE LIMITED (FORMERLY TATA MOTORS FINANCE SOLUTIONS LIMITED) WILL BE HELD ON JANUARY 23, 2025 AT 03.00 P.M. THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS:**

**ITEM NO.1**

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

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, 71 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 June 30, 2023 (but without prejudice to any non-convertible debentures already issued till the date hereof pursuant to the authority conferred under that resolution), the consent of the members of the Company be and is hereby accorded to the Board, for making offer(s) or invitation(s) to subscribe to Non- Convertible Debentures (“NCDs”) on private placement basis, in one or more tranches/ series, 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. 1419 Crore
5. Unsecured, Redeemable, Non-convertible Subordinated Listed debentures comprising as Tier II up to Rs. 300 Crore;
6. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of Tier I and Tier II Capital up to Rs. 115 Crore.
7. Unsecured, Non-Convertible Subordinated Listed Perpetual Debentures comprising of Tier I and Tier II Capital up to Rs. 500 Crore.
8. Unsecured Listed NCDs (including partly paid up) up to Rs. 1305 Crore
9. Secured Listed NCDs (including partly paid up) up to Rs. 2000 Crore

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10. Unsecured, redeemable, non- convertible subordinated debentures comprising as Tier I and Tier II (Listed/ Unlisted) up to Rs. 100 Crore
11. Unsecured, redeemable, non- convertible subordinated debentures comprising as Tier II (Listed/ Unlisted) up to Rs. 500 Crore)
12. Unsecured, Non-Convertible Subordinated Perpetual Debentures comprising of Tier I and Tier II Capital (Listed/ Unlisted) up to Rs. 200 Crore
13. Unsecured, Non-Convertible Subordinated Perpetual Debentures comprising of Tier I and Tier II Capital (Listed/ Unlisted) up to Rs. 500 Crore

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or Chief Financial Officer or Company Secretary or persons as authorized by Board including any Committee thereof 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 and 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:**

**REGULARISATION OF APPOINTMENT OF MR. NEERAJ DHAWAN (DIN: 09141462) AS DIRECTOR**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded for appointment of Mr. Neeraj Dhawan (DIN: 09141462) as a Director of the Company with effect from December 10, 2024.”

“**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary be and is hereby severally 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.”

**ITEM NO. 3:**

**APPOINTMENT OF MR. NEERAJ DHAWAN (DIN: 09141462) AS MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and other

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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 appointment of Mr. Neeraj Dhawan (DIN: 09141462) as Managing Director and Key Managerial Personnel of Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited) for a period of 2 years with effect from December 10, 2024 on which RBI approval is received, on such terms and conditions as are contained in the agreement placed before the Board.”

“**RESOLVED FURTHER THAT** aforesaid agreement relating to appointment of Mr. Neeraj Dhawan as Managing Director of the Company shall be executed under the Common Seal of the Company and under the signature of any one of the Directors and / or Company Secretary.”

“**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee be and is hereby authorized to amend any terms/ clause/ clauses of the said Managing Director’s agreement as and when required in mutual consultation with Mr. Neeraj Dhawan within the statutory provisions of the Companies Act, 2013 and other law as applicable from time to time.”

“**RESOLVED FURTHER THAT** any one of the Director or Chief Financial Officer or Company Secretary be and is hereby authorized to file the necessary forms with the Ministry of Corporate Affairs and to do all such acts/ deeds/ things as may deem fit to give effect to the aforesaid resolution.”

**For TATA MOTORS FINANCE LIMITED  
(Formerly Tata Motors Finance Solutions Limited)**

**VINAY LAVANNIS**  
**Company Secretary**  
**Membership No. A7911**

**Address:**  
**TATA MOTORS FINANCE LIMITED**  
**(Formerly Tata Motors Finance Solutions Limited)**  
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14, 4<sup>th</sup> Floor, Sir H.C. Dinshaw Building 16,  
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Tel: 91 22 61070021 Fax: 91 22 6181 5700  
**E-mail:** Vinay.lavannis@tmf.co.in  
**Web:** [www.tmf.co.in](http://www.tmf.co.in)

**Date: January 20, 2025**  
**Place: Mumbai**

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**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 Thursday, January 23, 2025 at 03.00 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 sent to the Company addressing Mr. Vinay Lavannis, Company Secretary at e-mail: [vinay.lavannis@tmf.co.in](mailto: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.
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](mailto: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](http://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](mailto:vinay.lavannis@tmf.co.in)

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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](mailto: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](mailto:vinay.lavannis@tmf.co.in)

**For TATA MOTORS FINANCE LIMITED  
(Formerly Tata Motors Finance Solutions Limited)**

**VINAY LAVANNIS  
Company Secretary  
Membership No. A7911**

**Address:**

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**Web:** [www.tmf.co.in](http://www.tmf.co.in)

**Date: January 20, 2025**

**Place: Mumbai**

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

**ITEM NO. 1:**

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 January 24, 2024 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, 71 of the Companies Act, 2013 read with rules made there under.

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.

**ITEM NO. 2 AND 3:**

The Board of Directors of the Company based on the recommendations of the Nominations and Remuneration Committee of the Company has approved the appointment of Mr. Neeraj Dhawan (DIN: 09141462) as a Managing Director (Designate) in their meeting held on July 02, 2024 for a period of two years with effect from August 01, 2024 or such later date on which RBI approval is received.

The Company has received approval of the Reserve Bank India (RBI) for appointment of Mr. Neeraj Dhawan as Managing Director and Key Managerial Personnel of the Company on December 10, 2024.

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Accordingly, the term of appointment of Mr. Neeraj Dhawan as Managing Director for a period of two years is effective from December 10, 2024.

The broad particulars of the terms of appointment shall be as per the agreement between the Company and Mr. Neeraj Dhawan.

**Profile of Mr. Neeraj Dhawan:**

Mr. Neeraj Dhawan has been the Managing Director (Designate) of Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited) since August 01, 2024. Upon receipt of RBI approval, his appointment as Managing Director for a period of two is effective from December 10, 2024.

Mr. Dhawan is a Chartered Accountant, Cost & Works Accountant and Company Secretary with over 30 years of experience in multinational and large institutions like Experian, ICICI Bank, HDFC Bank, Yes Bank, ABN Amro Bank, GE Capital, Jio Finance Limited.

Mr. Dhawan is a Risk specialist having experience in managing overall risks and has acted as an advisor to the top management for Business Strategies and Risk Management. He has been instrumental in setting up the Risk Control Framework including Risk, Credit & Fraud Bureau, Data Analytics, Credit, Collections with Processes, Policies, Technology and Governance & Compliance as supporting pillars around it.

Other details of Director seeking appointment at the forthcoming General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Mr. Neeraj Dhawan
DIN	09141462
Date of Birth/ Age	February 06, 1970; 54 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	The detailed remuneration forms part of the Agreement executed between the Company and Mr. Neeraj Dhawan. The same can be obtained by writing to Mr. Vinay Lavannis, Company Secretary at vinay.lavannis@tmf.co.in.
Details of the remuneration last drawn by such person (FY 2023-24)	Nil
Date of first appointment on the Board	Nil
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 2023-24	Not applicable since the appointment is effective December 10, 2024.
Other Directorships	Nil
Membership / Chairmanship of Committees of other Board	Nil

Therefore, approval of members is sought for the appointment of Mr. Neeraj Dhawan as Managing Director of the Company with effect from December 10, 2024.

Except Mr. Neeraj Dhawan, none of the Directors, Key Managerial Personnel's and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2 and 3.

For **TATA MOTORS FINANCE LIMITED**  
**(FORMERLY TATA MOTORS FINANCE SOLUTIONS LIMITED)**

**VINAY LAVANNIS**  
**Company Secretary**  
**Membership No. A7911**

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