

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U72100MH1972PLC015561

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACM0154A

(ii) (a) Name of the company

TML BUSINESS SERVICES LIMIT

(b) Registered office address

3RD FLOOR NANAVATIMAHALAY 18 HOMI MODY
STREET HUTATNA CHOWK
MUMBAI
Maharashtra
400001

(c) *e-mail ID of the company

kaynaz.sarbhanwala@tatamot

(d) *Telephone number with STD code

02266657248

(e) Website

(iii) Date of Incorporation

18/01/1972

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR DARASHAW CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

6, Moosa Haji Patrawala Industrial Estate
20, Dr. E. Moses Road, Mahalaxmi

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 29/12/2020

(b) Due date of AGM 30/12/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tata Motors Limited	L28920MH1945PLC004520	Holding	100
2	TML Business Analytics Service	U72900MH2020PLC339230	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	175,000,000	163,697,694	163,697,694	163,697,694
Total amount of equity shares (in Rupees)	1,750,000,000	1,636,976,940	1,636,976,940	1,636,976,940

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	175,000,000	163,697,694	163,697,694	163,697,694
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,750,000,000	1,636,976,940	1,636,976,940	1,636,976,940

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	2,435,000	2,435,000	2,435,000
Total amount of preference shares (in rupees)	250,000,000	243,500,000	243,500,000	243,500,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
7% Cumulative Redeemable Preference Shares				
Number of preference shares	2,500,000	2,435,000	2,435,000	2,435,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	250,000,000	243,500,000	243,500,000	243,500,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	63,697,694	636,976,940	636,976,940	
Increase during the year	100,000,000	1,000,000,000	1,000,000,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	100,000,000	1,000,000,000	1,000,000,000	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0

v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	163,697,694	1,636,976,940	1,636,976,940	
Preference shares				
At the beginning of the year	2,435,000	243,500,000	243,500,000	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	2,435,000	243,500,000	243,500,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	100,000,000	10	1,000,000,000
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,629,967,176
Deposit			0
Total			2,629,967,176

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	1,000,000,000	0	0	1,000,000,000

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

6,214,197,167

(ii) Net worth of the Company

47,793,403

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	163,697,694	100	1,354,195	55.61
10.	Others	0	0	0	0
	Total	163,697,694	100	1,354,195	55.61

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	1,080,805	44.39
10.	Others	0	0	0	0
	Total	0	0	1,080,805	44.39

Total number of shareholders (other than promoters)

1

**Total number of shareholders (Promoters+Public/
Other than promoters)**

8

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	1	1
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	5	1	2	0	0
B. Non-Promoter	0	3	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	8	1	2	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr Vijay Somaiya	03185227	Director	0	
Ms Smriti Goyal	08488684	Director	0	
Mr Shyam Mani	00273598	Director	0	
Mr Vinu Nair	ACTPN9036G	CEO	0	13/08/2020
Mr Tukaram Daundkar	ABYPD5377L	CFO	0	
Ms Kaynaz Sarbhanwal	BHDPS6338C	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr Mayank Pareek	00139206	Director	28/09/2019	Cessation
Mr Hoshang Sethna	00091532	Director	28/09/2019	Cessation
Mr Rohit Suri	03394169	Director	13/09/2019	Cessation
Mr Sibendra Barman	07605227	Director	28/09/2019	Cessation
Dr Vaijayanti Pandit	06742237	Director	30/04/2019	Cessation
Mr Vinesh Kumar Jairat	00391684	Director	07/05/2019	Cessation
Mr Mohinder Pal Bansa	01626343	Director	07/05/2019	Cessation
Mr Rishi Goel	AAGPG5623F	Manager	20/06/2019	Cessation
Ms Smriti Goyal	08488684	Additional director	20/06/2019	Appointment
Mr Shyam Mani	00273598	Additional director	20/06/2019	Appointment
Mr Shyam Mani	00273598	Managing Director	20/06/2019	Appointment
Mr Vinu Nair	ACTPN9036G	CEO	20/06/2019	Appointment
Ms Smriti Goyal	08488684	Director	30/09/2019	Regularisation from Additional Director
Mr Shyam Mani	00273598	Director	30/09/2019	Regularisation from Additional Director

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2019	8	7	100
Extraordinary General Meet	19/03/2020	8	6	100
Extraordinary General Meet	23/03/2020	8	6	100

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/06/2019	5	4	80
2	13/09/2019	6	3	50
3	23/09/2019	6	4	66.67
4	22/11/2019	3	3	100
5	20/12/2019	3	3	100
6	27/12/2019	3	3	100
7	29/01/2020	3	3	100
8	19/03/2020	3	3	100
9	27/03/2020	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/06/2019	3	3	100
2	Audit Committee	13/09/2019	3	2	66.67
3	Audit Committee	23/09/2019	3	3	100
4	Audit Committee	19/03/2020	2	2	100
5	Audit Committee	27/03/2020	2	2	100
6	Nomination and Remuneration Committee	20/06/2019	3	3	100
7	Nomination and Remuneration Committee	13/09/2019	3	2	66.67
8	Equity Rights Committee	28/05/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/12/2020
								(Y/N/NA)
1	Mr Vijay Somaiya	9	9	100	8	8	100	Yes
2	Ms Smriti Goyal	8	8	100	5	5	100	Yes
3	Mr Shyam Mani	8	8	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr Shyam Mani	Managing Director	0	0	0	0	0
	Total		0	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr Vinu Nair	CEO	0	0	0	0	0
2	Mr Tukaram Daundkar	CFO	0	0	0	0	0
3	Ms Kaynaz Sarbharwal	Company Secretary	0	0	0	0	0
	Total		0	0	0	0	0

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr Mayank Pareek	Non- Executive	0	0	0	0	0
2	Mr Hoshang Sethna	Non- Executive	0	0	0	0	0
3	Mr Rohit Suri	Non- Executive	0	0	0	0	0
4	Mr Vijay Somaiya	Non- Executive	0	0	0	0	0
5	Mr Sibendra Barma	Non- Executive	0	0	0	0	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	Mr Vinesh Kumar J	Independent Dir	0	0	0	0	0
7	Mr Mohinder Pal B	Independent Dir	0	0	0	0	0
8	Dr Vijayanti Pandit	Independent Dir	0	0	0	0	0
9	Ms Smriti Goyal	Non- Executive	0	0	0	0	0
	Total		0	0	0	0	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms Jeenal Jain

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

21246

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 6 dated 12/10/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SMRITI GOYAL
Digitally signed by
SMRITI GOYAL
Date: 2021.03.05
11:48:11 +05'30'

DIN of the director

08488684

To be digitally signed by

KAYNAZ KERSI
SARBHANWALA
Digitally signed by
KAYNAZ KERSI
SARBHANWALA
Date: 2021.03.05
11:47:40 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

34947

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Share and Debenture holders.pdf
Form -MGT-8 - Certificate FY19-20.pdf

Remove attachment**Modify****Check Form****Prescrutiny****Submit**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

TML BUSINESS SERVICES LIMITED

LIST OF SHARE & DEBENTURE HOLDERS AS ON MARCH 31, 2020

Details of Equity Shareholders							
Sr. No.	Name of Holder	Address	Folio No.	DP Id. & Client Id.	Type of Shares	No. of Shares held	Nominal Value per Share (₹)
1	Tata Motors Limited	Bombay House, 24, Homi Mody Street, Fort, Mumbai 400001	CMIL-24	NA	Equity Shares	16,36,97,634	10
2	Tata Motors Limited jointly with Mr Hoshang Sethna		CMIL-26	NA	Equity Shares	10	10
3	Tata Motors Limited jointly with Mr Vispi Patel		CMIL-38	NA	Equity Shares	10	10
4	Tata Motors Limited jointly with Mr Ashokkumar Koyari		CMIL-40	NA	Equity Shares	10	10
5	Tata Motors Limited jointly with Mr Girish Wagh		CMIL-41	NA	Equity Shares	10	10
6	Tata Motors Limited jointly with Mr Pathamadia Balaji		CMIL-45	NA	Equity Shares	10	10
7	Tata Motors Limited jointly with Mr Asim Mukhopadhyay		CMIL-46	NA	Equity Shares	10	10
TOTAL						16,36,97,694	

Details of 7% Cumulative Redeemable Preference Shareholders							
Sr. No.	Name of Holder	Address	Folio No.	DP Id. & Client Id.	Type of Shares	No. of Shares held	Nominal Value per Share (₹)
1	Tata Motors Limited	Bombay House, 24, Homi Mody Street, Fort, Mumbai 400001	1	NA	Preference Shares	13,54,195	100
2	Tata Industries Limited		3	NA	Preference Shares	10,80,805	100
					TOTAL	24,35,000	

Details of Unrated, Unlisted, Unsecured, 5% Coupon bearing Compulsory Convertible Debenture (CCDs) holders							
Sr. No.	Name of Holder	Address	Folio No.	DP Id. & Client Id.	Type of Debentures	No. of Debentures held	Nominal Value per CCD (₹)
1	TMF Holdings Limited (Formerly Tata Motors Finance Limited)	10 th Floor, 106 A & B, Maker Chambers III, Nariman Point, Mumbai - 400021 Maharashtra	-	IN301151 22158878	CCDs	7,80,00,000	10
			-		CCDs	2,20,00,000	10
					TOTAL	10,00,00,000	

Certified to be true
For TML Business Services Limited

KK Sarbhanwala

Name: Kaynaz Sarbhanwala
Designation: Company Secretary
ACS No. A34947
Address: 3rd Floor, Nanavati Mahalaya, 18, Homi Mody Street, Hutatma Chowk, Mumbai – 400 001

Formerly known as Concorde Motors (India) Limited

Unit No 602 6th Floor North Side ICC Devi Gaurav Tech Park Survey No 191 to 195 Old Pune Mumbai Highway Opposite Vallabhnagar ST Stand

Pimpri Pune 411 018 Tel 91 20 6711 9201 www.tatamotors.com CIN U72100MH1972PLC015561

Registered Office 3rd Floor Nanavati Mahalaya 18 Homi Mody Street Hutatma Chowk Mumbai 400 001

A Subsidiary of TATA MOTORS LIMITED

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Industrial Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai: 400053
Tel No.: 26301232 / 26301233 / 26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **TML Business Services Limited** (Name changed from **Concorde Motors (India) Limited** with effect from March 31, 2020) (the Company) CIN No. **U72100MH1972PLC015561** having its Registered Office at 3rd Floor, Nanavati Mahalaya, 18, Homi Mody Street, Hutatma Chowk, Mumbai - 400001 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2020**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the company has generally complied with provisions of the Act & Rules made thereunder in respect of:
1. its status under the Act.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time;
 4. calling/convening/holding meetings of Board of Directors, committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed

5. the Register of Members was not required to be closed;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act except to its wholly owned subsidiary company;
7. there were no contracts/arrangements with related parties as specified in section 188 of the Act except the transactions in the ordinary course of business and which were at arm's length basis;
8. issue and allotment of shares and transfer of shares and issue of security certificates in all instances;

there was no buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital /conversion of shares/ securities;
9. there was no dividend which was required to be kept in abeyance, pending registration of transfer of shares;
10. there was no unclaimed or unpaid dividend or other amounts which was required to be transferred to Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

The Company witnessed the cessation of independent directors and related compliances thereto.
13. appointment / re-appointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; as applicable
15. the Company has not accepted any Fixed Deposits during the year;
16. borrowings from financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. there had been alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year.

Place: Mumbai
Date: March 03, 2021

For Parikh & Associates

Signature: JEENAL
DEVILAL JAIN

Digitally signed by JEENAL DEVILAL JAIN
DN: cn=JEENAL DEVILAL JAIN, o=Parikh & Associates
Date: 2021.03.03 10:00:00 +05'30'

Name of Company Secretary: Jeenal Jain
C.P.No.: 21246
UDIN: A043855B003981382

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,
TML Business Services Limited
(Formerly **Concorde Motors (India) Limited**)

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Place: Mumbai
Date: March 03, 2021

For Parikh & Associates

Signature: JEENAL
DEVILAL JAIN

Digitally signed by JEENAL DEVILAL JAIN
DN: cn=JEENAL DEVILAL JAIN, o=Parikh & Associates,
ou=Parikh & Associates, email=jain.jeenal@parikh.co.in,
c=IN

Name of Company Secretary: Jeenal Jain
C.P.No.: 21246
UDIN: A043855B003981382