

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]



Annual Return (other than OPCs and Small Companies)

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 NANA VATIMAHALAY 18 HOMI MODY
STREET HUTATNA CHOWK
MUMBAI
Maharashtra
400001

(c) * e-mail ID of the company

kaynaz.sarbhanwala@tatamotors.com

(d) * Telephone number with STD code

02266657248

(e) Website

www.tmlbsl.com

(iii) Date of Incorporation

18/01/1972

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

U72400MH2004PLC147094

Pre-fill

Name of the Registrar and Transfer Agent

NSDL DATABASE MANAGEMENT LIMITED

Registered office address of the Registrar and Transfer Agents

4TH FLOOR TRADE WORLD A WINGKAMLA MILLS COMPOUND
LOWER PAREL (W)

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/06/2022

(b) Due date of AGM 30/09/2022

(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	N	Support service to Organizations	N7	Other support services to organizations	100

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

*No. of Companies for which information is to be given 1

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

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	1,360,947,194	163,697,694	163,697,694	163,697,694
Total amount of equity shares (in Rupees)	13,609,471,940	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	1,360,947,194	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)	13,609,471,940	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	163,697,694	0	163,697,694	1,636,976,940	1,636,976,940	
Increase during the year	0	0	0	0	0	0
i. Public issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	163,697,694	0	163697694	1,636,976,9	1,636,976,	

Preference shares

At the beginning of the year	2,435,000	0	2435000	243,500,000	243,500,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares:	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	2,435,000	0	2435000	243,500,000	243,500,000	

ISIN of the equity shares of the company

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

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *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	0	0	0
Total			0

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	1,000,000,000	0

(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

1,549,890,844.42

(ii) Net worth of the Company

727,553,140.85

VI. (a) *SHARE HOLDING PATTERN - 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)	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
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Total number of shareholders (other than promoters)

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

**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	0	0

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	1	2	0	2	0	0
B. Non-Promoter	0	0	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	2	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	1	2	0	4	0	0

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

(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 Ravindra Kumar G P	07108426	Director	0	
Mr G V Ramanan	01446016	Director	0	
Dr Vaijayanti Pandit	06742237	Director	0	
Mr Nagaraj Ijari	09390579	Additional director	0	
Mr Ravindra Pethe	ABMPP9914B	Manager	0	
Ms Smriti Goyal	ANLPS7404E	CFO	0	
Ms Kaynaz Sarbhanwal	BHDPS6338C	Company Secretary	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 Vijay Somaiya	03185227	Director	25/03/2022	Cessation
Mr Nagaraj Ijari	09390579	Additional director	21/01/2022	Appointment
Mr Shyam Mani	00273598	Director	30/04/2021	Cessation
Ms Smriti Goyal	08488684	Director	30/04/2021	Cessation
Ms Arati Desai	AHOPD6970F	Manager	01/05/2021	Appointment
Ms Smriti Goyal	ANLPS7404E	CFO	01/05/2021	Appointment
Ms Arati Desai	AHOPD6970F	Manager	24/01/2022	Cessation
Mr Ravindra Pethe	ABMPP9914B	Manager	25/01/2022	Appointment
Dr Vaijayanti Pandit	06742237	Additional director	27/09/2021	Change in designation to Independent
Mr Ravindra Kumar G P	07108426	Additional director	27/09/2021	Change in designation to Non-Execu
Mr G V Ramanan	01446016	Additional director	27/09/2021	Change in designation to Non-Execu
Dr Vaijayanti Pandit	06742237	Additional director	01/07/2021	Appointment
Mr Ravindra Kumar G P	07108426	Additional director	01/05/2021	Appointment
Mr G V Ramanan	01446016	Additional director	27/06/2021	Appointment

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

1

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	27/09/2021	8	5	100

B. BOARD MEETINGS

Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/06/2021	3	3	100
2	23/09/2021	4	4	100
3	30/09/2021	4	4	100
4	22/10/2021	4	4	100
5	21/01/2022	5	5	100
6	28/03/2022	4	4	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 Committ	23/09/2021	3	3	100
2	Audit Committ	22/10/2021	3	3	100
3	Audit Committ	21/01/2022	3	3	100
4	Audit Committ	28/03/2022	4	4	100
5	Nomination &	21/01/2022	3	3	100

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
6	Nomination &	28/03/2022	4	4	100
7	Corporate Soc	21/01/2022	3	3	100
8	Independent D	28/03/2022	2	2	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	30/06/2022
								(Y/N/NA)
1	Mr Ravindra K	6	6	100	7	7	100	Yes
2	Mr G V Ramar	6	6	100	7	7	100	Yes
3	Dr Valjayanti F	5	5	100	8	8	100	Yes
4	Mr Nagaraj Ija	2	2	100	3	3	100	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

3

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
2	Ms Arati Desai	Manager & CEC	2,142,366.38	1,453,519.55	0	4,642,972.45	8,238,858.38
3	Mr Ravindra Pethe	Manager & CEC	429,907.25	0	0	974,281.18	1,404,188.43
	Total		2,572,273.63	1,453,519.55	0	5,617,253.63	9,643,046.81

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Ms Arati Desai	Manager & CEC	2,142,366.38	1,453,519.55	0	4,642,972.45	8,238,858.38
2	Mr Ravindra Pethe	Manager & CEC	429,907.25	0	0	974,281.18	1,404,188.43

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Ms Smriti Goyal	CFO	0	0	0	0	0
4	Ms Kaynaz Sarbhar	CS	0	0	0	0	0
	Total		2,572,273.63	1,453,519.55	0	5,617,253.63	9,643,046.81

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr Ravindra Kumar	Non-Executive Dir	0	0	0	0	0
2	Mr G V Ramanan	Non-Executive Dir	0	0	0	0	0
3	Dr Vaijayanti Pandit	Independent Dir	0	0	0	590,000	590,000
4	Mr Nagaraj Ijari	Additional Indep	0	0	0	220,000	220,000
5	Mr Vijay Somaiya	Non-Executive Dir	0	0	0	0	0
6	Ms Smriti Goyal	Non-Executive Dir	0	0	0	0	0
	Total		0	0	0	810,000	810,000

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. dated

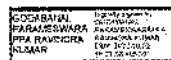
(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

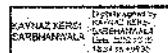
Director



DIN of the director

07108426

To be digitally signed by



- Company Secretary
- Company secretary in practice

Membership number

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 Attachment(s), if any

-
-
-
-

List of attachments

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

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



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 (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, 2022. 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 except filing of Form DIR-12 for Cessation of director w.e.f 25.03.2022 filed on 10.05.2022 and Form MR-1 for appointment of Manager w.e.f. 25.01.2022 filed on 11.05.2022;
 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, notices were given and the proceedings including the circular resolutions have been recorded in the Minute Book / registers maintained for the purpose;

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road,
Above Shabari Restaurant, Andheri (West), Mumbai-400 053

Tel.: 26301232/26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1980MH009800

Continuation Sheet

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. there was no issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital / conversion of shares/securities and issue of security certificates as applicable, except for extinguishment of Compulsory Convertible Debentures, consequent to the Hon'ble National Company Law Tribunal Order dated March 11, 2022 in the Scheme of Arrangement of between TML Distribution Co. Limited ("TMLD" or "the Transferor Company") and TML Business Services Limited ("the Transferee Company" or "the Company"), with appointed date of April 1, 2021, whereby the business of the Transferor Company was merged into business of the Transferee Company;
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;
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;

Continuation Sheet

18. there had been alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year, as per the Hon'ble National Company Law Tribunal Order dated March 11, 2022 in the Scheme of Arrangement of between TML Distribution Co. Limited ("TMLD" or "the Transferor Company") and TML Business Services Limited ("the Transferee Company" or "the Company"), with appointed date of April 1, 2021, whereby the business of the Transferor Company was merged into business of the Transferee Company.

Place: Mumbai
Date: 30.09.2022

For Parikh & Associates

Signature: JEENAL .
DEVJLAL JAIN

Digitally signed by
JEENAL DEVJLAL JAIN
Date: 2022.09.30
17:50:37 +05'30'

Name of Company Secretary: Jeenal Jain
C.P.No.: 21246
UDIN: A043855D001102198
PR No.: 1129/2021

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.

Continuation Sheet

'Annexure A to Form MGT-8'

To,
TML Business Services 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: 30.09.2022

For Parikh & Associates

Signature:

JEENAL
DEVILAL JAIN
Digitally signed by
JEENAL DEVILAL JAIN
Date: 2022.09.30
17:51:03 +05'30

Name of Company Secretary: Jeenal Jain
C.P.No.: 21246
UDIN: A043855D001102198
PR No.: 1129/2021

TML BUSINESS SERVICES LIMITED

LIST OF SHARE & DEBENTURE HOLDERS AS ON MARCH 31, 2022

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	

* Transferred to Tata Motors Limited jointly with Mr Maloy Kumar Gupta with effect from May 9, 2022.

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	TML Distribution Company Limited #	Nanavati Mahalaya, 18, Homi Mody Street, Hutatma Chowk, Mumbai – 400001, Maharashtra, India	-	IN301330	CCDs	7,80,00,000	10
			-	40295388	CCDs	2,20,00,000	10
TOTAL						10,00,00,000	

Cancelled consequent to the Hon'ble National Company Law Tribunal Order dated March 11, 2022 sanctioning the Scheme of Arrangement between TML Distribution Co. Limited ("TMLD" or "the Transferor Company") and TML Business Services Limited ("the Transferee Company" or "the Company"), with appointed date of April 1, 2021, whereby the business of the Transferor Company was merged into business of the Transferee Company.

Certified to be true

For TML Business Services Limited

K. Sarbhanwala

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



Unit No. 602 6th Floor North Side ICC Devi Gaurav Tech Park Survey No. 191 to 195 Old Pune Mumbai Highway
 Opposite Vallabh Nagar ST Stand Pimpri Pune 411 018 Tel.: +91 20 6711 9201
 Email: tmlbsl@tatamotors.com www.tmlbsl.com CIN: U72100MH1972PLC015561
 Registered Office: 3rd Floor Nanavati Mahalaya 18 Homi Mody Street Hutatma Chowk Mumbai 400 001

A Subsidiary of TATA MOTORS LIMITED