



BSE Limited  
First Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai 400 001  
**Kind Attn: Mr Khushro A. Bulsara**  
**General Manager & Head Listing**  
**Compliance & Legal Regulatory**

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051  
**Kind Attn: Mr Avinash Kharkar**  
**Assistant Vice President – Listing**  
**and Compliance**

May 10, 2017  
Sc - 15057

Dear Sirs,

**Ref: ISIN: INE155A01022 – Ordinary Shares and IN9155A01020 – ‘A’ Ordinary Shares**

**Re: Scheme of Arrangement between Tata Motors Finance Limited (Transferor Company) and Sheba Properties Limited (Transferee Company)**

Further to our Letter Sc – 15205 dated September 26, 2016 and pursuant to Regulation 30(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulation”), we would like to inform that the Hon’ble National Company Law Tribunal has approved the Scheme of Arrangement between Tata Motors Finance Limited (TMFL) and Sheba Properties Limited and the scheme has become effective from May 9, 2017. Enclosed is **Annexure A**, giving brief details of the said scheme, in prescribed form, the content of which is self-explanatory.

It may be noted that TMFL is a Company whose debt is listed on National Stock Exchange of India (NSE) and an intimation has been sent to NSE, copy is attached as **Annexure B**.

This is for the information of the exchange and the members.

Yours faithfully,  
Tata Motors Limited

  
H K Sethi  
Company Secretary

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**TATA MOTORS LIMITED**

Bombay House 24 Homi Mody Street Mumbai 400 001  
Tel 91 22 6665 8282 Fax 91 22 6665 7799  
www.tatamotors.com CIN L28920MH1945PLC004520

## ANNEXURE A

### DETAILS SPECIFIED IN PARA A OF PART A OF SCHEDULE III OF SEBI LISTING REGULATIONS

a) Details and reasons for restructuring

Pursuant to a scheme of arrangement (Scheme) between our subsidiaries, Tata Motors Finance Limited (TMFL) and Sheba Properties Limited (Sheba), which became effective on May 9, 2017, TMFL has transferred its undertaking comprising the new vehicle finance business to Sheba. The Appointed Date under the Scheme is the close of business hours on January 31, 2017.

The primary reason and rationale for effecting the Scheme was to achieve the objective of TMFL to convert itself into a systemically important core investment company and to consolidate the different vehicle financing and allied operations in a more focused manner under TMFL and its subsidiaries.

b) Quantitative and / or qualitative effect of restructuring

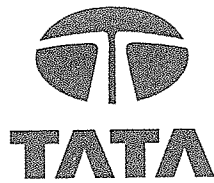
Since both TMFL and Sheba are consolidated under the Company, the Scheme and related restructuring would not have any specific effect on the Company.

c) Details of benefit, if any, to the promoter / promoter group / group companies from such proposed restructuring

As stated in a) above, the Scheme is expected to benefit TMFL and its subsidiaries as it is a step for TMFL to achieve its objective to convert itself into a systemically important core investment company and will also result in streamlining the different vehicle financing and allied operations in a more focused manner under TMFL and its subsidiaries.

d) Brief details of change in shareholding pattern (if any) of all entities

The Scheme itself did not envisage any change in the shareholding pattern of TMFL and/or Sheba. The Scheme did however contemplate a transfer of authorized share capital to the extent of ₹500 crores from TMFL to Sheba.



May 9, 2017

**The Manager – Debt Listing**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

Dear Sir,

**Sub: Scheme of arrangement entered into between Tata Motors Finance Limited (“Company”) and Sheba Properties Limited**

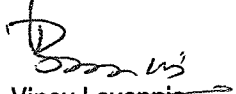
We refer to our letter, dated September 26, 2016, whereby we had informed you that the Board of Directors of the Company had approved a scheme of arrangement (“Scheme”), for the transfer by the Company of its undertaking comprising the new vehicle finance line of business including all assets and liabilities (including the present listed debt securities of the Company) comprising part of that undertaking (“New Vehicle Finance Business”) to its subsidiary Sheba Properties Limited (“Sheba”).

We hereby inform you that, pursuant to the approval of the Scheme by the Hon’ble National Company Law Tribunal, Mumbai Bench and the certified copy of the order of the Hon’ble National Company Law Tribunal, Mumbai Bench, being filed with the Registrar of Companies, at Mumbai (which was completed today), the Scheme has become effective as on May 9, 2017 (with an Appointed Date of close of business hours on January 31, 2017).

Kindly inform your members accordingly and acknowledge the receipt.

Thanking you.

Yours faithfully,  
For Tata Motors Finance Limited

  
Vinay Lavannis  
Company Secretary

**TATA MOTORS FINANCE LIMITED**

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Registered Office 10th Floor 106 A and B Maker Chambers III Nariman Point Mumbai 400 021