
EXTRA ORDINARY GENERAL MEETING (01/ 2020-21)
Thursday, February 11, 2021 at 03.00 p.m. to 03.10 p.m.

EGM Transcript

Mr. Nasser Munjee, Chairman welcomed all the shareholder and participants at Extra Ordinary General Meeting of TMF Holdings Limited and requested Mr. Vinay Lavannis, Company Secretary to commence the proceedings of the meeting.

Mr. Vinay Lavannis, Company Secretary:

Good Afternoon shareholders, it is a pleasure to be with you for an Extra Ordinary General Meeting (01/ 2020-21) of TMF Holdings Limited (TMFHL) which is being held through video conference as per Statutory guidelines. Your Company has taken all the requisite steps to enable the members to participate and vote on the items being considered at this EGM.

We have received representation letter as per Section 113 of Companies Act, 2013 from Tata Motors Limited holding 100 % shareholding in the Company to appoint Mr. Vispi Patel as their authorized representative for the meeting.

May I request Mr. Vispi Patel, Authorized representative of Tata Motors Ltd.; Mr. Nasser Munjee, Mr. P.B. Balaji, Mr. Hoshang Sethna, Mr. Ashok Kumar Koyari, Mr. Girish Wagh and Mr. Asim Mukopadhyay, joint members along with Tata Motors Ltd. to confirm their presence (Name and their location).

May I further request Mrs. Vedika Bhandarkar, Chairperson of NRC & CSR; and Mr. P. S. Jayakumar, Chairman of Audit Committee, Risk Management Committee, ALCO and Mr. Shyam Mani, Managing Director to confirm their presence (Name and their location).

I wish to inform that Mr. V.N. Deodhar, Secretarial Auditor is also present in the meeting as per Statutory requirements.

Commencement of proceedings:

Mr. Vinay Lavannis, Company Secretary:

With members' permission, since the Notice has already been circulated, I take the same as read.

Now I would like to move ahead with Agenda item as set out in the Notice.

RESOLUTION NO: 1

ISSUANCE OF NON-CONVERTIBLE DEBENTURES:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed 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 February 18, 2020 (but without prejudice to any non-convertible debentures already issued till the date hereof pursuant to the authority conferred under that resolution) the approval of 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, after the date of passing this resolution and during a period of one year from the date hereof within the overall borrowing limits of the Company, as approved by the Members, from time to time subject to following limits:

1. Unsecured Unlisted NCDs of up to Rs. 1250 Crores
2. Secured Unlisted NCDs of up to Rs. 1000 Crores
3. Unsecured/ Secured Listed/ Unlisted Market Linked Debentures upto Rs. 1000 Crores
4. Unsecured Listed Debentures upto Rs. 1475 Crores
5. Unsecured Listed Subordinated Perpetual Debentures upto Rs. 800 Crores

“**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized 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.”

Mr. Vinay Lavannis, Company Secretary:

Before I put the resolution to vote, I invite any queries from the shareholders.

As there are no queries, May I request any member to kindly propose the resolution.....

Mr. Hoshang Sethna (**Proposed**)

May I request members to second the resolution.....

Mr. Ashok Kumar Koyari (**Seconded**)

TMF HOLDINGS LIMITED

The Resolution has been proposed by Mr. Hoshang Sethna and seconded by Mr. Ashok Kumar Koyari.

I now put the Resolution at Item No. 1 of the Notice to vote as Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution has been passed unanimously.

Mr. Vinay Lavannis:

I declare that above resolution, as set forth in the Notice have been approved by the members through voting by show of hands and have been passed with requisite majority (Special Resolution) at this meeting. Further, I declare that requisite quorum was present throughout the meeting.

We are grateful to our shareholders for attending this Extra Ordinary General Meeting by video conferencing and I hereby declare this EGM as closed.

Thank you very much for your kind cooperation.