

TMF Holdings Limited

NOTICE

NOTICE IS HEREBY GIVEN THAT (02/F.Y. 2021-22) EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF TMF HOLDINGS LIMITED WILL BE HELD ON FRIDAY, MARCH 04, 2022 AT 5.30 P.M. AT SHORTER NOTICE THROUGH VIDEO CONFERENCE FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

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 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 December 01, 2022 (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:

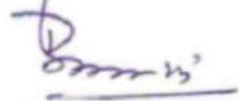
1. Unsecured Unlisted NCDs of up to Rs. 1250 Crores
2. Secured Unlisted NCDs of up to Rs. 1000 Crores
3. Unsecured/ Secured Listed/ Unlisted Market Linked Debentures upto Rs. 1000 Crores
4. Unsecured Listed Debentures upto Rs. 10 Crores
5. Unsecured Listed Debentures upto Rs. 2000 Crores

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“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.”

For **TMF HOLDINGS LIMITED**



VINAY LAVANNIS
Company Secretary
Memb. No. A7911

Address:

TMF HOLDINGS LIMITED

14, 4th Floor, Sir H.C. Dinshaw Building 16,
Horniman Circle, Fort, Mumbai- 400001
Tel: 91 22 68484900/ Fax: 91 22 6181 5700
E-mail: vinay.lavannis@tmf.co.in
Web: www.tmf.co.in

Date: March 01, 2022

Place: Mumbai

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. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 10/2021 dated 23rd June, 2021 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made

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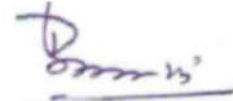
thereunder on account of the threat posed by Covid-19”, General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-Ordinary General meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. 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 Friday, March 04, 2022 at 5.40 p.m. (IST). The deemed venue for this EGM will be registered office of the Company i.e.14, 4th Floor, Sir H.C. Dinshaw Building, 16, Horniman Circle, Fort, Mumbai – 400001.

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 send to the Company addressing **Mr. Vinay Lavannis, Company Secretary** at e-mail: vinay.lavannis@tmf.co.in
6. The Explanatory Statement statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special item is annexed hereto.
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

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8. The copy of this notice shall be displayed on the website of the Company i.e. 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
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 on 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

For **TMF HOLDINGS LIMITED**



VINAY LAVANNIS
Company Secretary
Membership No. A7911

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14, 4th Floor, Sir H.C. Dinshaw Building 16,
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Date: March 01, 2022

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ANNEXURE TO NOTICE

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

ITEM NO. 1:

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

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 December 01, 2021 had approved the limits for issue of Non-Convertible Debentures which is valid for one year.

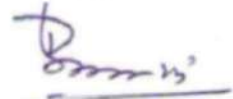
Further, the Board of Directors at their meeting held on February 11, 2022 has approved the issuance of Unsecured, Listed, Redeemable Non-Convertible Debentures ("Unsecured NCDs") up to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) on a Private Placement basis and recommended the same for member's approval.

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 for issue of aforesaid securities as recommended by Board of Directors in their meeting held on February 11, 2022 and re-affirm the limits as given in item no. 1.

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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.

For **TMF HOLDINGS LIMITED**



VINAY LAVANNIS
Company Secretary
Memb. No. A7911

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