

TMF Holdings Limited

NOTICE

NOTICE IS HEREBY GIVEN THAT (01/F.Y. 2022-23) EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF TMF HOLDINGS LIMITED WILL BE HELD ON WEDNESDAY, FEBRUARY 22, 2023 AT 2.30 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 March 04, 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. 1100 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
Membership 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: February 17, 2023

Place: Mumbai

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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. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 3/2022 dated May 5, 2022 read with Circular No. 10/2021 dated June 23, 2021, Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2021 dated December 8, 2021 (collectively referred to as MCA Circulars), permitted the holding of the Extra-Ordinary General meeting ("EGM") through Video Conferencing ("VC"). 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 Wednesday, February 22, 2023 at 2.30 p.m. (IST).
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 pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special item is annexed hereto and forms part of the Notice.
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

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vote by e-mail at vinay.lavannis@tmf.co.in

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 web links shall be shared with members. 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

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: February 17, 2023

Place: Mumbai

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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 March 04, 2022 had approved the limits for issue of Non-Convertible Debentures which is valid for one year. The Company in order to ensure administrative convenience and smooth running of borrowing book through issuance of Debentures, wish to re-affirm and re-align the present monetary limits for a further period of one year.

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.

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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
Membership No. A7911

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