

TMF Holdings Limited

February 22, 2023

To

**The Manager- Debt Listing
National Stock Exchange of India Ltd.**
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Sub: Proceedings of the Extra- Ordinary General Meeting of TMF Holdings Limited (“the Company”) held on February 22, 2023.

Ref: Regulation 51(2) read with Schedule II] — Part B, Point No.23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

Dear Sir/ Madam,

We wish to inform you that the Extra-Ordinary General Meeting of TMF Holdings Limited (“the Company”) was held on Wednesday, February 22, 2023 at 02.30 P.M. (IST) through Video Conference facility. In terms of the provisions of Regulation 51(2) read with Schedule III — Part B, Point No.23 of the SEBI LODR Regulations, a summary of the proceedings of the said EGM is enclosed herewith as Annexure A.

Please note that the same shall be available on the Company’s website i.e. www.tmf.co.in.

This is for your information and records.

Thanking You.

Yours Faithfully,

For TMF HOLDINGS LIMITED

**VINAY LAVANNIS
Company Secretary
Membership No. A7911**

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Annexure A

Summary of the proceedings of the Extra- Ordinary General Meeting of TMF Holdings Limited

The Extra- Ordinary General Meeting (“said EGM”) of TMF Holdings Limited (“the Company”) was held on Wednesday, February 22, 2023, at 02.30 P.M. (IST) through Video Conferencing (“VC”), without the physical presence of the Members at a common venue. The Company, while conducting the said EGM, adhered to the applicable provisions of the Companies Act, 2013 read with the Circulars issued by the Ministry of Corporate Affairs (“MCA”) with respect to the holding of Extra- Ordinary General meeting through VC from time to time.

The deemed venue for the said EGM was the Registered Office of the Company i.e. 14, 4th Floor, Sir H.C. Dinshaw Building, 16, Horniman Circle, Fort, Mumbai — 400001.

Mr. Nasser Munjee, Chairman of the Board requested Mr. Vinay Lavannis, Company Secretary to commence the proceedings of the meeting. He welcomed all the shareholders and other participants. Since the requisite quorum was present, the meeting was called to order.

Mr. Nasser Munjee, Chairman of the Board of Directors, Ms. Varsha Purandare, Mr. P. B. Balaji, Mr. Shyam Mani and Mr. Dhiman Gupta, Directors of the Company were present at the said EGM. Mr. Vinay Lavannis, Company Secretary also attended the meeting through VC.

Mr. Vinay Lavannis, Company Secretary commenced the meeting and briefed members and other participants on certain points relating to participation at the said EGM through VC.

Mr. Vinay Lavannis, Company Secretary informed the Members that the Company had received representation letter/ Board Resolution in terms of the applicable provisions of the Companies Act, 2013, from Tata Motors Limited, Member authorizing Mr. Maloy Kumar Gupta who attended the said EGM.

With members’ consent, the Notice of EGM which has already been circulated, was taken as read.

Thereafter, Mr. Vinay Lavannis, Company Secretary moved the following item of business as contained in the Notice for consideration and approval of the Members:

Item No.	Particulars	Type of Resolution
1.	Approval for Private Placement of Non- Convertible Debentures	Special Resolution

In compliance with the provisions of the Companies Act, 2013 and in compliance with the Circulars and Directions issued by the MCA, the voting at the said EGM was conducted through show of hands and the Chairman declared that the said resolution was passed unanimously by the Members present throughout the meeting.

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Thereafter, the Chairman thanked the Members and Directors for attending the said EGM through VC and declared the said EGM as closed at 2.45 P.M.

For TMF HOLDINGS LIMITED

VINAY LAVANNIS
Company Secretary
Membership. No. 7911