

# TMF Holdings Limited

**NOTICE IS HEREBY GIVEN THAT THE 18<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TMF HOLDINGS LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 23, 2024 AT 11.00 A.M. THROUGH VIDEO CONFERENCING FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS**

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## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Auditors thereon.
3. To appoint a Director in place of Mr. Dhiman Gupta (DIN: 09420213), Non- Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration:

To consider, and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines for appointment of statutory auditors by Commercial Banks, Urban Co-operative Banks and NBFCs including Housing Finance Companies [RBI/2021-22/25, Ref. No. DoS. CO. ARG/ SEC.01/08.91.001/2021-22] dated April 27, 2021 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any; consent of the members be and is hereby accorded for appointment of M/s. B. R. Maheswari & Co, LLP (Firm Registration No. 001035N/N500050) as the Statutory Auditors of the Company for a period of 3 years commencing from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2027 (subject to the ratification of their appointment at every Annual General Meeting, if so, required under the Companies Act, 2013 or RBI Guidelines), at such remuneration as may be mutually agreed between Board of Directors of the Company or Committee thereof and the Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the above Statutory Auditor, which may be deemed necessary and expedient to give effect to this resolution.”

# TMF Holdings Limited

## **SPECIAL BUSINESS:**

### **ITEM NO. 5**

#### **APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider, and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 61, other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.3250,00,00,000/- (Rupees Three Thousand Two Hundred and Fifty Crores only) divided into 250,00,00,000 (Two Hundred and Fifty Crores) Equity shares of Rs 10/- each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference shares of Rs 100/- each to Rs. 3750,00,00,000/- (Rupees Three Thousand Seven Hundred and Fifty Crores) divided into 300,00,00,000 (Three Hundred Crores) Equity shares of Rs 10/- each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference shares of Rs 100/- each.”

**“RESOLVED FURTHER THAT** pursuant to Section 13 read with Section 61 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the existing Clause V (A) of the Memorandum of Association of the Company be and is hereby altered and replaced as under:

#### **Clause V (A):**

***The Authorised Share Capital of the Company is Rs. 3750,00,00,000/- (Rupees Three Thousand Seven Hundred and Fifty Crores) divided into 300,00,00,000 (Three Hundred Crores) Equity shares of Rs 10/- each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference shares of Rs 100/- each.***

**“RESOLVED FURTHER THAT** any of the Director and Company Secretary, be and are hereby severally authorized to file requisite form with Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

#### **For TMF HOLDINGS LIMITED**

VINAY  
BABURAO  
LAVANNIS

Digitally signed by  
VINAY BABURAO  
LAVANNIS  
Date: 2024.09.16  
11:14:12 +05'30'

**VINAY LAVANNIS**

Company Secretary

Membership No. A7911

# TMF Holdings Limited

Address:

**TMF HOLDINGS LIMITED**

14, 4<sup>th</sup> 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](mailto:vinay.lavannis@tmf.co.in)

Web: [www.tmf.co.in](http://www.tmf.co.in)

**Date: September 16, 2024**

**Place: Mumbai**

**NOTES:**

1. The said Annual General Meeting (AGM) 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 AGM on shorter notice.
2. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated 05.05.2020 read with General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021, General Circular No.21/2021 dated 14.12.2021 and General Circular No.02/2022 dated 05.05.2022 (collectively referred to as MCA Circulars) has permitted and issued procedural guidelines in respect of holding of the Annual General Meeting through video conferencing (VC) without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through Video Conference (VC) via Microsoft Teams on Monday, September 23, 2024 at 11.00 AM.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM 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 Annual General Meeting (AGM) 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 AGM venue are not annexed to this notice.
4. The attendance of the members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

# TMF Holdings Limited

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 AGM 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 sent to the Company addressing Mr. Vinay Lavannis, Company Secretary at e-mail: [vinay.lavannis@tmf.co.in](mailto:vinay.lavannis@tmf.co.in).
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") is attached to the Notice for Special business to be transacted at the meeting.
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 AGM, members are requested to convey their vote by e-mail at [vinay.lavannis@tmf.co.in](mailto:vinay.lavannis@tmf.co.in).
8. 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 sent to Mr. Vinay Lavannis, Company Secretary at [vinay.lavannis@tmf.co.in](mailto:vinay.lavannis@tmf.co.in).
9. During the AGM, 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](mailto:vinay.lavannis@tmf.co.in).
10. The copy of this notice shall be displayed on the website of the Company i.e. [www.tmf.co.in](http://www.tmf.co.in). Further, in pursuance of MCA circulars, the transcript of the said meeting shall also be made available on the website of the Company after the conclusion of the meeting.
11. The AGM shall be conducted through Microsoft Teams software and any member who need assistance in connection with using the technology during the AGM may reach out to Company officials at [tmf.secretarial@tmf.co.in](mailto:tmf.secretarial@tmf.co.in).

## For TMF HOLDINGS LIMITED

VINAY BABURAO LAVANNIS  
Digitally signed by  
VINAY BABURAO  
LAVANNIS  
Date: 2024.09.16  
11:14:46 +05'30'

**VINAY LAVANNIS**

Company Secretary

Membership No. A7911

# TMF Holdings Limited

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14, 4<sup>th</sup> Floor, Sir H.C. Dinshaw Building 16,

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Web: [www.tmf.co.in](http://www.tmf.co.in)

**Date: September 16, 2024**

**Place: Mumbai**

# TMF Holdings Limited

## ANNEXURE TO NOTICE

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

#### **ITEM NO. 5:**

#### **APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

The members are requested to note that the current Authorised Share Capital of the Company is Rs. 3250,00,00,000/- (Rupees Three Thousand Two Hundred and Fifty Crores) divided into 250,00,00,000 (Two Hundred and Fifty Crores) Equity shares of Rs 10/- each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference shares of Rs 100/- each.

It is proposed to increase the Authorised Share Capital by Rs. 500 Crores (Rupees Five Hundred Crores) to Rs. 3750,00,00,000/- (Rupees Three Thousand Seven Hundred and Fifty Crores) divided into 300,00,00,000 (Three Hundred Crores) Equity shares of Rs 10/- each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference shares of Rs 100/- each.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, a Company may alter its Authorized Share Capital with the consent of the shareholders of the Company and may consequently amend the Clause V(A) of the Memorandum of Association. Hence the Board of Directors at their meeting held on June 04, 2024 has approved the proposal for increase in Authorised Share capital of the Company.

Accordingly, the Board of Directors recommends the Resolution of the accompanying Notice, for the approval of members of the Company by way of an Ordinary Resolution.

Therefore, members are requested to give their approval for alteration of Clause V of Memorandum of Association to increase the Authorized Share Capital of the Company to Rs. 3750,00,00,000/- (Rupees Three Thousand Seven Hundred and Fifty Crores) divided into 300,00,00,000 (Three Hundred Crores) Equity shares of Rs 10/- each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference shares of Rs 100/- each by passing an Ordinary Resolution.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned in Item No. 5.

#### **For TMF HOLDINGS LIMITED**

VINAY  
BABURAO  
LAVANNIS  
Date: 2024.09.16  
11:15:09 +05'30'

**VINAY LAVANNIS**

Company Secretary

Membership No. A7911

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Web: [www.tmf.co.in](http://www.tmf.co.in)

**Date: September 16, 2024**

**Place: Mumbai**