

# TMF Holdings Limited

January 19, 2024

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: Intimation of Extra-Ordinary General Meeting (EGM) of TMF Holdings Limited scheduled on Wednesday, January 24, 2024 at 04.30 P.M. at shorter notice as required under Regulation 50 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

Dear Sir / Madam,

This has reference to above subject.

Pursuant to Regulation 50 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby inform that an Extra- Ordinary General meeting (EGM) of the members of TMF Holdings Limited is scheduled to be held on Wednesday, January 24, 2024 at 04.30 P.M. at shorter notice. Copy of notice sent to members is enclosed for your record, which is self-explanatory.

Thanking You

Yours Faithfully,

**For TMF HOLDINGS LIMITED**

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

# TMF Holdings Limited

## NOTICE

**NOTICE IS HEREBY GIVEN THAT (01/F.Y. 2023-24) EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF TMF HOLDINGS LIMITED WILL BE HELD ON WEDNESDAY, JANUARY 24, 2024 AT 4.30 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 February 22, 2023 (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 Listed Debentures upto Rs. 10 Crores
4. Unsecured Listed Debentures upto Rs. 1100 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.”

# TMF Holdings Limited

## ITEM NO. 2:

### REGULARISATION OF APPOINTMENT OF MR. N. V. SIVAKUMAR (DIN: 03534101) AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N.V. Sivakumar (DIN: 03534101), who was appointed as an Independent, Additional Director of the Company by the Board of Directors at their meeting held on October 25, 2023 effective from November 07, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years commencing from November 07, 2023 till November 06, 2026.”

**“RESOLVED FURTHER THAT** Mr. N.V. Sivakumar being an Independent Director, would not be responsible for day-to-day affairs of the Company.”

**“RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary be and is hereby severally authorized to file requisite form with Registrar of Companies (ROC), Mumbai and to do all acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

For **TMF HOLDINGS LIMITED**

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

Address:

**TMF HOLDINGS LIMITED**

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

Horniman Circle, Fort, Mumbai- 400001

Tel: 91 22 61070021/ Fax: 91 22 6181 5700

E-mail: vinay.lavannis@tmf.co.in

Web: www.tmf.co.in

**Date: January 19, 2024**

**Place: Mumbai**

# TMF Holdings Limited

## 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, January 24, 2024 at 4.30 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 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 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 vote by e-mail at [vinay.lavannis@tmf.co.in](mailto:vinay.lavannis@tmf.co.in)

# TMF Holdings Limited

8. 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, 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](mailto: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](mailto: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](mailto:vinay.lavannis@tmf.co.in)

For **TMF HOLDINGS LIMITED**

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

**Address:**

**TMF HOLDINGS LIMITED**

14, 4<sup>th</sup> Floor, Sir H.C. Dinshaw Building 16,  
Horniman Circle, Fort, Mumbai- 400001  
Tel: 91 22 61070021/ 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: January 19, 2024**

**Place: Mumbai**

# TMF Holdings Limited

## 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 February 22, 2023 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.

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.

# TMF Holdings Limited

## **ITEM NO. 2:**

### **REGULARISATION OF APPOINTMENT OF MR. N. V. SIVAKUMAR (DIN: 03534101) AS AN INDEPENDENT DIRECTOR**

On the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on October 25, 2023 had approved the appointment of Mr. N. V. Sivakumar (DIN: 03534101) as an Independent Additional Director for a term of 3 (Three) years, with effect from November 07, 2023.

#### **Profile of Mr. N. V. Sivakumar**

*Mr. Sivakumar is a Chartered Accountant by profession, an institution builder and a trusted business adviser. He has been with PwC for over 40 years assuming varied roles within the Advisory and Audit Service lines, working across multiple PwC offices in India, Middle East and the UK and serving a diverse set of domestic and international clients.*

*In his role as Entrepreneurial and Private Business Leader, he has built the priority client account program and extensively worked with family businesses, advising them on ownership issues (governance, succession planning and structuring) and business issues (strategy and transformation, deals and growth, risk and regulation, talent and profitability).*

*Mr. Sivakumar played an active role in the roll out of the global thought leadership studies (Family Business survey and Next Gen survey). He is actively engaged with CII FBN in their annual Family Business and Next Gen conventions.*

*As a Global Client Partner on large accounts (Wipro, TVS Group etc), Mr. Sivakumar spearheaded the engagement with the clients at the promoter / board / senior executive level and ensured that PwC services were seamlessly delivered. As Partner Affairs Leader, his role was to deal with all partner related matters, including Partner admissions, remuneration, succession planning and leadership development of over 300 partners. He was a member of the leadership team working closely and reporting to the Territory Senior Partner.*

*As the Chairman of the Partner Oversight Committee (POC) a seven member supervisory board, Mr. Sivakumar oversaw the governance framework and actively liaised with the Territory Senior Partner and other leaders in approving the philosophy, policies and directions of PwC India.*

*With his functional expertise in Mergers and Acquisitions, he led the Deals practice for four years overseeing rendering of deals strategy, corporate finance, valuation and transaction advisory services for clients in India and Overseas. His key clients included TVS, UB Group, Wipro, L&T, P&G, Nike, Hitachi, Eli Lilly etc.*

# TMF Holdings Limited

*With around two decades of experience in the audit practice, he was involved in the audit of many domestic and international clients. He was the signing partner on clients like Britannia, Volvo, 3M, Metro Cash & Carry to name a few.*

Other details of Director seeking appointment at the forthcoming General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Mr. N. V. Sivakumar
DIN	03534101
Date of Birth/ Age	February 01, 1963; 60 Years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Nil, however, Mr. Sivakumar will be paid Sitting Fees and Commission (if any), as may be approved by the Board from time to time.
Details of the remuneration last drawn by such person (FY 2022-23)	Nil
Date of first appointment on the Board	November 07, 2023
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during FY 2022-23	Not applicable since the appointment is effective November 07, 2023.



# TMF Holdings Limited

Other Directorships			
	<b>Sr. No</b>	<b>Name of Companies</b>	<b>Designation</b>
	1	Talentpro India HR Private Limited	Director
	2	Oceanic Sports Management LLP	Designated Partner
	3	TMF Business Services Limited (Formerly Tata Motors Finance Limited)	Independent Director
	4	Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited)	Independent Director
Membership / Chairmanship of Committees of other Board	<b>Sr. No.</b>	<b>Company</b>	<b>Name of Committees of which a Chairman</b>
	1.	Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited)	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> <li>• IT Strategy Committee</li> </ul>
	2.	TMF Business Services Limited (Formerly Tata Motors Finance Limited)	Audit Committee

# TMF Holdings Limited

Therefore, approval of the shareholders is sought by way of a Special resolution for the appointment of Mr. N. V. Sivakumar as an Independent Director for a period of 3 years commencing from November 07, 2023.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2, except Mr. N. V. Sivakumar.

For **TMF HOLDINGS LIMITED**

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

Address:

**TMF HOLDINGS LIMITED**

14, 4<sup>th</sup> Floor, Sir H.C. Dinshaw Building 16,  
Horniman Circle, Fort, Mumbai- 400001

Tel: 91 22 61070021/ 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: January 19, 2024**

**Place: Mumbai**