

TMF Holdings Limited

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TMF HOLDINGS LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 4, 2025 AT 3:00 PM THROUGH VIDEO CONFERENCING ("VC") FACILITY VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025 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, 2025 together with the Reports of Auditors thereon.

SPECIAL BUSINESSES:

3. **Regularization of appointment of Dr. Vijayanti Pandit (DIN: 06742237) as an Independent Director**

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

"**RESOLVED THAT** pursuant 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), Dr. Vijayanti Pandit (DIN: 06742237), who was appointed as an Independent, Additional Director of the Company by the Board of Directors vide circular resolution dated June 10, 2025 effective from June 9, 2025 and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that she 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 From June 9, 2025 till she attends the age of 75 in terms of Tata Corporate Governance Guidelines, not liable to retire by rotation."

4. **Appointment of Mr. Prakash Pandey (DIN: 10850813) as Non-Executive Director**

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 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, Mr. Prakash Pandey (DIN: 10850813) who was appointed as an Additional Director designated as Non-Executive Director by the Board of Directors in their meeting held on December 23, 2024 be and is hereby appointed as Non-Executive Director commencing from April 3, 2024 i.e., the date of RBI's approval and who shall be liable to retire by rotation."

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5. Appointment of Mr. Vishwanathan Nallepalli as Manager and Key Managerial Personnel

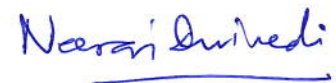
To consider, and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Vishwanathan Nallepalli, as a Manager & Key Managerial Personnel (KMP) of the Company for a period of 3 years from June 26, 2025 till June 25, 2028 on such terms and conditions as contained in the draft agreement placed before the members at the meeting."

"RESOLVED FURTHER THAT Mr. Vishwanathan Nallepalli in the capacity of Manager and KMP of the Company will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time."

"RESOLVED FURTHER THAT any one of the Director or Chief Financial Officer or Company Secretary be and are hereby severally authorized to file the necessary forms with the Ministry of Corporate Affairs and to take such steps as may be necessary to give effect to the aforesaid resolution."

For TMF HOLDINGS LIMITED



Neeraj Dwivedi

Company Secretary

Membership No.: A 20874

Address:

TMF HOLDINGS LIMITED

CIN: U65923MH2006PLC162503

14, 4th Floor, Sir H.C. Dinshaw Building 16,

Horniman Circle, Fort, Mumbai-400601

Tel: 91 22 61815400/ Fax: 91 22 6181 5700

E-mail: neeraj.dwivedi@tatamotors.com

Web: www.tatamotors.com

Date: August 22, 2025

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.

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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 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 Thursday, September 4, 2025 at 3:00 PM.
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.
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. Neeraj Dwivedi, Company Secretary at e-mail: neeraj.dwivedi@tatamotors.com
6. A Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") is attached to 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 neeraj.dwivedi@tatamotors.com.
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 send to Mr. Neeraj Dwivedi, Company Secretary at e-mail: neeraj.dwivedi@tatamotors.com
9. During this 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 neeraj.dwivedi@tatamotors.com

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10. The copy of this notice shall be displayed on the website of the Company i.e. www.tatamotors.com. 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

For TMF HOLDINGS LIMITED



Neeraj Dwivedi

Company Secretary

Membership No.: A 20874

Address:

TMF HOLDINGS LIMITED

CIN: U65923MH2006PLC162503

14, 4th Floor, Sir H.C. Dinshaw Building 16,

Horniman Circle, Fort, Mumbai-400001

Tel: 91 22 61815400/ Fax: 91 22 6181 5700

E-mail: neeraj.dwivedi@tatamotors.com

Web: www.tatamotors.com

Date: August 22, 2025

Place: Mumbai

TMF Holdings Limited

EXPLANATORY STATEMENT

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the special business of the accompanying Notice dated August 22, 2025.

Item No. 03: Regularization of appointment of Dr. Vaijayanti Pandit (DIN: 06742237) as an Independent Director

The Board of Directors of the Company based on the recommendations of the Nominations and Remuneration Committee, vide Circular Resolution dated June 10, 2025 had appointed **Dr. Vaijayanti Pandit (DIN: 06742237)** as an Independent, Additional Director of the Company to hold office from June 9, 2025 till she attends the age of 75 in terms of Tata Corporate Governance Guidelines.

Dr. Vaijayanti Pandit has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Dr. Vaijayanti Pandit fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and she is an independent of the management.

The details of Dr. Vaijayanti Pandit are given in table below:

Name of Director	Dr. Vaijayanti Pandit
DIN	06742237
Date of Birth and Age	12/01/1953
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	Dr. Vaijayanti Pandit will be entitled for sitting fees and commission, if any as approved by NRC and Board of the Company.
Details of the remuneration last drawn by such person (FY 2024-25)	Nil
Date of first appointment on the Board	June 9, 2025
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 2024-25	NA
Other Directorships	As per MBP-1 disclosed to the Company
Membership / Chairmanship of Committees of other Board	NA

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Dr. Vaijayanti Pandit as an Independent Director of the Company to hold office from June 9, 2025 till she attends the age of 75 in terms of Tata Corporate Governance Guidelines.

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The Board of Directors recommends the Resolution No.3 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Items No. 3, except for Dr. Vijayanti Pandit.

Item No. 04: Appointment of Mr. Prakash Pandey (DIN: 10850813) as Non-Executive Director

Based on the recommendation of the Nomination and Remuneration Committee in their meeting held on December 23, 2024, the Board of Directors of the Company in their meeting held on December 23, 2024 had appointed Mr. Prakash Pandey (DIN: 10850813) as Non-Executive, Additional Director of the Company effective from December 23, 2024 or such later date on which approval of Reserve Bank of India (RBI) is obtained subject to the approval of shareholders at the ensuing General Meeting. The shareholders are requested to note that RBI has granted its approval for appointment on April 3, 2025. The details of Mr. Prakash Pandey are given in table below:

Name of Director	Mr. Prakash Pandey
DIN	10850813
Date of Birth and Age	July 01, 1983, 42 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	As per internal guidelines of the Company, no remuneration shall be paid to Mr. Prakash Pandey as he is in whole time employment of Tata Motors Limited and accepted the position in additional capacity.
Details of the remuneration last drawn by such person (FY 2024-25)	Nil
Date of first appointment on the Board	April 3, 2025
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 2024-25	Nil
Other Directorships	Nil
Membership / Chairmanship of Committees of other Board	NA

Therefore, approval of the members is sought by way of an ordinary resolution for the appointment of Mr. Prakash Pandey as Non-Executive Director of the Company commencing from April 3, 2025.

The Board of Directors recommends the Resolution No.4 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

No Director, Key Managerial Personnel or their respective relatives are concerned or interested in the

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Resolution mentioned at item no. 4, except for Mr. Prakash Pandey.

Item No. 5 Appointment of Mr. Vishwanathan Nallepalli as Manager and Key Managerial Personnel (KMP)

The Nomination and Remuneration Committee of the Board at its meeting held on June 26, 2025, had recommended the appointment of Mr. Vishwanathan Nallepalli as Manager and Key Managerial Personnel (KMP) as per the provisions of the Companies Act, 2013 for a period of three years till June 25, 2028. The Board of Directors at its meeting held on June 26, 2025, had appointed Mr. Vishwanathan Nallepalli as Manager and key Managerial Personnel (KMP) commencing from July 26, 2025 and shall hold the office till June 25, 2028 subject to the approval of members at the ensuing General Meeting.

Accordingly, it is proposed to seek member's approval for the appointment of Mr. Vishwanathan Nallepalli as Manager and Key Managerial Personnel of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Terms and conditions of his appointment:

The terms of appointment of Mr. Vishwanathan Nallepalli are defined in an agreement to be executed between the Company and Mr. Vishwanathan Nallepalli. A copy of aforesaid agreement shall be placed at the meeting and shall be available for inspection and can be requested by members by sending e-mail at neeraj.dwivedi@tmf.co.in.

Remuneration payable:

Mr. Vishwanathan Nallepalli is an employee of Tata Motors Limited and will be handling the role of Manager & KMP as additional responsibility. Hence, he will not draw any remuneration from the Company.

Interests in other companies, if any: Nil

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

Name of Manager	Mr. Vishwanathan Nallepalli
DIN/ PAN	ADPPN1075Q
Date of Birth and Age	January 20, 1970, 55 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	As per internal guidelines of the Company, no remuneration shall be paid to Mr. Vishwanathan Nallepalli as he is in whole time employment of Tata Motors Limited.
Details of the remuneration last drawn by such person (FY 2024-25)	Nil
Date of first appointment on the Board	Not Applicable

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Tel 91 22 6665 8282 website www.tatamotors.com CIN - U65923MH2006PLC162503

ATATA Enterprise

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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 2024-25	Nil in Manager & KMP capacity
Other Directorships	Nil
Membership / Chairmanship of Committees of other Board	NA

The Board of Directors recommends the Resolution No.5 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

Therefore, approval of the members is sought for the appointment of Mr. Vishwanathan Nallepalli as Manager & KMP of the Company w.e.f. June 26, 2025 by way of passing an ordinary resolution.

No Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 except Mr. Vishwanathan Nallepalli.

For TMF HOLDINGS LIMITED

Neeraj Dwivedi

Neeraj Dwivedi

Company Secretary

Membership No.: A 20874

Address:

TMF HOLDINGS LIMITED

CIN: U65923MH2006PLC162503

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Web: www.tatamotors.com

Date: August 22, 2025

Place: Mumbai