



July 7, 2023

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 023 Scrip Code: 526650	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Banda (East), Mumbai – 400 051 Scrip Code : TFCILTD
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Re: Intimation under Regulation 30 and 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (LODR) Regulation 2015, this is to inform that the Board of Directors at their meeting held today have approved the followings:

1. Re-appointment of Mrs. Thankom T. Mathew as Independent Director for second term of 5 (five) years with effect from October 24, 2023 till October 23, 2028 subject to approval of shareholders. The details required under SEBI Circular dated September 9, 2015 is attached as Annexure-1.
2. Amendment in Article 123 of the Articles of Association of the Company subject to approval of shareholders as per the details attached as per Annexure-2.
3. To hold 34th Annual General Meeting (AGM) on **Friday, the 18th day of August, 2023 at 11.00 a.m.**, through Video Conferencing (VC)/other Audio Visual Means (OAVM) facility. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Member and Share Transfer Books of the Company will remain closed from **August 12, 2023 to August 18, 2023 (both days inclusive)** for taking record of the Members of the Company for the purpose of Annual Book closing and for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company will provide remote e-voting and venue e-voting facility to its Shareholders to exercise their vote for transacting the business at the ensuing Annual General Meeting (AGM) to be held on 18th August, 2023. The Company would be availing e-voting services of Central Depository Services (India) Limited (CDSL). The remote **voting period would begin on August 15, 2023 at 9.00 a.m. (IST) and ends on August 17, 2023 at 5.00 p.m. (IST)**. Further, the Company has fixed **Friday, August 11, 2023 as the cut-off date** to determine the Shareholders eligible to cast their vote electronically at the above mentioned AGM.





Tourism Finance Corporation of India Ltd.

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CIN : L65910DL1989PLC034812

4. Further, the Board of Directors contemplated on setting up an Alternative Investment Fund (AIF) to provide complete financial solution for hospitality sector.

Yours faithfully,

(Sanjay Ahuja)
Company Secretary





Annexure – 1

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015.

	Mrs. Thankom T. Mathew
Reason for change	Re-appointment as Independent Director
Date of appointment & term of appointment;	The Board of Directors has approved the re-appointment of Mrs. Thankom T. Mathew as an Independent Director of the Company for second term of 5 (five) years with effect from October 24, 2023 till October 23, 2028 subject to approval of shareholders.
Brief profile	Mrs. Thankom T. Mathew, age 70 years, is former Executive Director of LIC of India and has more than 36 years of experience in Life Insurance Industry. She has wide experience in HR and is an effective communicator. She is Post Graduate in Chemistry. She is trained and accredited by the Institute of Directors in Corporate Governanace and Company Law. She was on the Board of Industrial Investment Trust and is presently Independent Director on the Board of STCI Finance Ltd. and Tourism Finance Corporation of India Limited (TFCI). She is member of Audit Committee, Corporate Social Responsibility Committee and Committee of Directors (Estate matters) and Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee of TFCI.
Disclosure of relationships between directors	She does not have any relationship with any of the existing Directors of the Company.
Shareholding, if any, in the Company	Nil
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.





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Annexure-2

Proposed amendment in Article 123 of the Articles of Association

In Article 123(i), the words and phrases "*The Government of India shall have the right to appoint not more than one director representing the Ministry of Tourism*" be deleted.

To substitute the existing Article 123(ii) with the following clause:

Debenture Nominee Director

"If the Company issues debentures or bonds or such other debt instruments, the debenture trustee(s) shall have the right to appoint a Director (in these presents referred to as Debenture Nominee Director) on the Board of the Company and to remove from office any Debenture Nominee Director in accordance with provisions of the Companies Act 2013, SEBI Regulations, applicable law, regulatory or listing requirements and terms and conditions of such debenture documents. Any such nomination for appointment or removal of nominee shall be served in writing and the Board of Directors of the Company shall appoint the person as nominated by the debenture trustees. The Debenture Nominee Director shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the debt subsists. Subject as aforesaid, the Debenture Nominee Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other director of the Company."

