

# TMF Holdings Limited

Date: October 16, 2021

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

**Subject: Compliance Report on Corporate Governance under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the quarter ended September 30, 2021.**

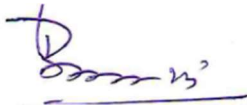
Dear Sir / Madam,

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith Quarterly Compliance Report on Corporate Governance in the format prescribed by SEBI for the quarter ended September 30, 2021.

This is for your information and record.

Thanking You.

Yours Faithfully,  
**For TMF HOLDINGS LIMITED**



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

# TMF Holdings Limited

## Report on Corporate Governance for the quarter ended September 30, 2021

1. Name of Listed Entity: **TMF Holdings Limited**
2. Quarter ending: **September, 2021**

I. Composition of Board of Directors														
Title (Mr / Ms)	Name of the Director	PAN <sup>\$</sup> & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)		No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	
											Audit Committee	Stakeholders Relationship Committee	Audit Committee	Stakeholders Relationship Committee
Mr.	Nasser Munjee	DIN: 00010180 PAN: AAPP7588N	Independent Director and Chairman of Board	09/06/2020	NA	NA	1 Year 3 months	18/11/1952	3	3	3	0	2	0
Mr.	P. S. Jayakumar	DIN: 01173236 PAN: AAJPP8809R	Independent Director	10/07/2020	NA	NA	1 Year 2 months	08/04/1962	3	3	9	1	3	1
Mrs.	Vedika* Bhandarkar	DIN- 00033808 PAN: AEUPB2687J	Independent Director	12/03/2015	30/07/2018	30/07/2021	5 Years 2 months	19/12/1967	2	2	4	2	4	1
Mrs.	Varsha Vasant Purandare	DIN: 05288076 PAN: AFWPP0733Q	Independent Director	16/06/2021	NA	NA	3 months	07/12/1958	4	4	8	2	1	2
Mr	P.B. Balaji	DIN- 02762983 PAN: AAEPB3486B	Non-Executive Director	29/01/2018	NA	NA	NA	09/09/1969	1	0	4	0	0	0

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Mr.	Shyam Mani#	DIN: 00273598 PAN: AHNPM6726D	Non-Executive Director	01/07/2006	01/04/2021	NA	NA	01/09/1953	0	0	3	1	0	0
Mr.	Samrat Gupta	DIN: 07071479 PAN: ABNPG9172H	Managing Director (MD) and Chief Executive Officer	01/04/2021	NA	NA	NA	16/07/1973	0	0	0	1	0	0
		Whether Regular chairperson appointed- Yes												
		Whether Chairperson is related to managing director or CEO- No												
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is servingon Board of directors of the listed entity in continuity without any cooling off period.</i></p>												

**Notes:**

\*Mrs. Vedika Bhandarkar who were originally appointed as an Independent Director w.e.f.12/03/2015; resigned on 19/05/2017 due to corporate re-structuring pursuant to scheme of arrangement approved by NCLT. She was again appointed on the Board of TMF Holdings Ltd. w.e.f 30/07/2018 and on completion of second term as an Independent Director, she retired from the Board w.e.f. 30/07/2021.

# After the retirement as a Managing Director of TMF Holdings Ltd on 31/03/2021, Mr. Shyam Mani continued the Board of the Company as a Non-Executive Director w.e.f. 01/04/2021.

# TMF Holdings Limited

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Mr. P.S. Jayakumar	Chairperson and Independent Director	10/07/2020	NA
		Mrs. Vedika Bhandarkar	Independent Director	30/07/2018	Retired from the Board and its committee w.e.f.30/07/2021
		Mrs. Varsha Purandare	Independent Director	16/06/2021	NA
		Mr. P. B. Balaji	Non- Executive Director	29/01/2018	NA
2. Nomination & Remuneration Committee	Yes	Mr. P.S. Jayakumar	Chairperson and Independent Director	Member since 16/06/2021 and appointed as chairperson w.e.f.30/07/2021	NA
		Mrs. Vedika Bhandarkar	Independent Director	30/07/2018	Retired from the Board and its committee membership/ chair w.e.f.30/07/2021
		Mr. Nasser Munjee	Independent Director	20/06/2020	NA
		Mr. P. B. Balaji	Non- Executive Director	29/01/2018	NA
3. Risk Management Committee (if applicable)	Yes	Mr. P.S. Jayakumar	Chairperson and Independent Director	10/07/2020	NA
		Mrs. Vedika Bhandarkar	Independent Director	29/01/2020	Retired from the Board and its committee membership

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Tel 91 22 6848 4900 Fax 91 22 6181 5700 website www.tmf.co.in CIN - U65923MH2006PLC162503

**A TATA Enterprise**

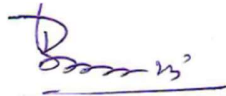
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		Mrs. Varsha Purandare	Independent Director	16/06/2021	w.e.f.30/07/2021 NA
		Mr. P. B. Balaji	Non- Executive Director	29/01/2020	NA
		Mr. Shyam Mani	Non- Executive Director	29/01/2020	NA
		Mr. Samrat Gupta	Managing Director	11/05/2021	NA
<p><b>Stakeholders Relation Committee:</b></p> <p><b>Formation of Stakeholders Relationship Committee (SRC) is not required under the provisions of the Companies Act, 2013 since number of security holders are less than 1000.</b></p> <p><b>However, subsequent to applicability of Re.20 of SEBI (LODR) Reg, 2015 effective from September 07, 2021, the Company will constitute Stakeholders Relationship Committee within the applicable timeframe given in SEBI LODR.</b></p>					
<p><i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write alls categories separating them with hyphen</i></p>					
<p><b>III. Meeting of Board of Directors</b></p>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
12/04/2021	20/07/2021	Yes	7	4	Maximum Gap between any two Board meetings during Sept 2021 Quarter-  48 Days
30/04/2021	07/09/2021	Yes	6	3	
11/05/2021					
18/06/2021					
<p><i>* to be filled in only for the current quarter meetings</i></p>					

# TMF Holdings Limited

<b>IV. Meetings of Committees</b>					
<b>Details of Audit Committee held during Sept 2021 Qtr:</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
20/07/2021	Yes	4	3	09/04/2021	Maximum Gap between any two meetings of Sept 2021 quarter – 33 Days
23/08/2021	Yes	2	1	30/04/2021	
07/09/2021	Yes	3	2	11/05/2021	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b>	
				refer note below	
Whether prior approval of audit committee obtained				No	

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Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA
<b>Note:</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	
<b>VI. Affirmations</b>	
<ol style="list-style-type: none"><li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</li><li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015<ol style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; Remuneration Committee</li><li>c. Stakeholders Relationship Committee</li><li>d. Risk management committee (as applicable)</li></ol></li><li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li><li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li><li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.</li></ol>	
<b>For TMF HOLDINGS LIMITED</b>  <b>VINAY LAVANNIS</b> Company Secretary ICSI Membership No. A7911	

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.