

TMF Holdings Limited

Date: April 20, 2022

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 March 31, 2022.

Dear Sir / Madam,

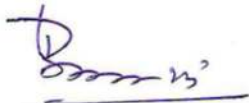
Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith Quarterly Compliance Report on Corporate Governance in the format prescribed by SEBI for the quarter ended March 31, 2022.

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 March 31, 2022

1. Name of Listed Entity: **TMF Holdings Limited**
2. Quarter ending: **March, 2022**

| I. Composition of Board of Directors | | | | | | | | | | | | | | |
|--------------------------------------|----------------------------|----------------------------------|--|---------------------------------------|-------------------------------|------------------------|-----------------------|------------------|--|--|--|---|---|--|
| Title (Mr ./ Ms) | Name of the Director | PAN ^{\$} & DIN | Category (Chairpers on /Executive / Non- Executive/ independe nt / Nominee) & | Initial Date of Appoint ment | Date of Re-app ointment | Date of Ce ssa tion | Ten ure * | Date of Birth | No. Of directo rship in listed entities including this listed entity [in referen ce to Regula tion 17A(1)] | No of Independen t Directorship in listed entities including this listed entity [in referenc e to proviso to regulation 17A(1)] | Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation26(1) of Listing Regulations) | | No of post of Chairpersonin Audit/ Stakeholder Committee held in listedentities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | |
| | | | | | | | | | | | Audit Committee | Stakeholders Relationship Committee | Audit Commitee | Stakeh olders Relatio nship Commitee |
| Mr. | Nasser Munjee | DIN: 00010180 PAN: AAFPM7588N | Independent Director and Chairman of Board | 09/06/2020 | NA | NA | 1 Year 9 months | 18/11/1952 | 3 | 3 | 3 | 2 | 2 | 2 |
| Mr. | P. S. Jayakumar | DIN: 01173236 PAN: AAJPP8809R | Independent Director | 10/07/2020 | NA | NA | 1 Year 8 months | 08/04/1962 | 4 | 4 | 7 | 1 | 3 | 1 |
| Mrs. | Varsha Vasant Purandare | DIN: 05288076 PAN: AFWPP0733Q | Independent Director | 16/06/2021 | NA | NA | 9 months | 07/12/1958 | 4 | 4 | 8 | 2 | 2 | 2 |
| Mr | P.B. Balaji | DIN- 02762983 PAN: AAEPB3486B | Non- Executive Director | 29/01/2018 | NA | NA | NA | 09/09/1969 | 1 | 0 | 4 | 1 | 0 | 0 |
| Mr. | Shyam Mani# | DIN: 00273598 PAN: AHNPM6726D | Non- Executive Director | 01/07/2006 | 01/04/2021 | NA | NA | 01/09/1953 | 0 | 0 | 1 | 3 | 0 | 0 |

Registered Office 14 4th Floor Sir H C Dinshaw Building 16 Horniman Circle Fort Mumbai 400 001 Maharashtra

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

A **TATA** Enterprise

TMF Holdings Limited

| | | | | | | | | | | | | | | |
|-----|--------------|--|--|------------|----|----|----|------------|---|---|---|---|---|---|
| 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 | 2 | 0 | 0 |
| | | Whether Regular chairperson appointed- Yes | | | | | | | | | | | | |
| | | Whether Chairperson is related to managing director or CEO- No | | | | | | | | | | | | |
| | | <i>\$PAN of any director would not be displayed on the website of Stock Exchange</i> <i>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i> <i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i> | | | | | | | | | | | | |

Notes:

#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

| II. Composition of Committees | | | | | |
|--|---------------------------------------|---------------------------|---|---|-------------------|
| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | Mr. P.S. Jayakumar | Chairman and Independent Director | 10/07/2020 | NA |
| | | 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 | Chairman and Independent Director | Member since 16/06/2021 and appointed as chairperson w.e.f.30/07/2021 | NA |
| | | 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 | Chairman and Independent Director | 10/07/2020 | NA |
| | | Mrs. Varsha Purandare | Independent Director | 16/06/2021 | NA |
| | | Mr. P. B. Balaji | Non- Executive Director | 29/01/2020 | NA |
| | | Mr. Shyam Mani | Non- Executive Director | 29/01/2020 | NA |
| | | Mr. Samrat | Managing Director & | 11/05/2021 | NA |

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| | | | | | |
|-------------------------------------|-----|-------------------|-----------------------------------|------------|--|
| | | Gupta | CEO | | |
| 4. Stakeholders Relation Committee: | Yes | Mr. Nasser Munjee | Chairman and Independent Director | 12/11/2021 | |
| | | Mr. Shyam Mani | Non- Executive Director | 12/11/2021 | |
| | | Mr. Samrat Gupta | Managing Director & CEO | 12/11/2021 | |

& 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

III. Meeting of Board of Directors

| 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) |
|---|---|------------------------------------|------------------------------|--|--|
| 20/10/2021 | 25/01/2022 | Yes | 6 | 3 | Maximum Gap between any two Board meetings during March 2022 Quarter- 18 Days |
| 12/11/2021 | 11/02/2022 | Yes | 6 | 3 | |
| | 25/02/2022 | Yes | 6 | 3 | |
| | 02/03/2022 | Yes | 6 | 3 | |
| | 21/03/2022 | Yes | 6 | 3 | |

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Details of Audit Committee held during March 2022 Qtr:

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|--|---|---|
| 25/01/2022 | Yes | 3 | 2 | 18/10/2021 | Maximum Gap between any two meetings of March 2022 quarter – 30 Days |
| 25/02/2022 | | 3 | 2 | 14/12/2021 | |

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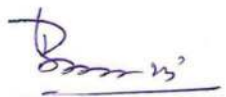
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| | | | | | |
|--|-----|---|---|--------------------------------------|--|
| 21/03/2022 | Yes | | | | |
| | Yes | 3 | 2 | | |
| <i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i> <i>**to be filled in only for the current quarter meetings</i> | | | | | |
| V. Related Party Transactions | | | | | |
| Subject | | | | Compliance status (Yes/No/NA) | |
| | | | | refer note below | |
| Whether prior approval of audit committee obtained | | | | Yes | |

TMF Holdings Limited

| | |
|---|----|
| 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 | No |
| Note: 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. | |
| VI. Affirmations 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable) 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. 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. 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. | |
| For TMF HOLDINGS LIMITED  VINAY LAVANNIS Company Secretary ICSI Membership No. A7911 | |

Note:

Information at Table I and II above need to be necessarily given in 1st 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.