

TMF Holdings Limited

Date: May 17, 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: Annual Secretarial Compliance Report for the year ended March 31,2022 pursuant to Regulation 24(A) of SEBI(LODR), Regulations 2015.

Dear Sir/ Madam,

We wish to inform that the Company being "High Value Debt Listed Entity" is required to comply Regulation 16- 27 of SEBI (LODR) (Fifth Amendment) Regulations, 2021. Accordingly, we are filing Secretarial Compliance Report issued under Reg.24A of SEBI (LODR) Reg. 2015 by M/s SG Associates & Company Secretaries for the year ended March 31, 2022, as enclosed.

This is for your information and record.

Thanking You,

Yours Faithfully,
For **TMF HOLDINGS LIMITED**



VINAY LAVANNIS
Company Secretary
Membership No. A7911



**SECRETARIAL COMPLIANCE REPORT
OF TMF Holdings Limited
For the year ended 31st March, 2022**

We have conducted the Annual Secretarial Compliance Audit of TMF Holdings Limited (hereinafter referred to as "the Company") in terms of compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined:

- a) All the documents and records made available and explanation provided by the Company ("the Debt Listed Entity").
- b) The filings/submissions made by the listed entity with Securities and Exchange Board of India ("SEBI") and the Stock Exchanges,
- c) Content of the website of the Company : www.tmf.co.in
- d) Other relevant document/filings,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

1. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by SEBI;

The specific Regulations, whose provisions and the the circulars / guidelines issued thereunder, have been examined, include:-

- a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
- c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
- d) SEBI (Buyback of Securities) Regulations, 2018; **Not Applicable**
- e) SEBI (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI OPERATIONAL



SG & ASSOCIATES

Company Secretaries

CIRCULARSEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021: complied with respect to Non-Convertible Debentures and Commercial Papers listed;

g) SEBI (Prohibition of Insiders Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder.

Based on the above examination, we hereby report that, during the review period, the Company has:

a) Complied with the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder;

b) Maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

c) The following are the details of actions taken against the Company/ its promoter/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder during the review period:

Sr. No.	Action taken by	Details of Violation	Details of action taken. E.g. fines, warning letter, debarment, etc.	Observation / Remarks of the Practicing Company Secretary if any.
NIL				

d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions
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SG & ASSOCIATES

Company Secretaries

		(The years are to be mentioned)		taken by the listed entity
NA	NA	NA	NA	NA

We confirm that Secretarial Compliance Report was not applicable to the Company for previous year ended March 31, 2021.

For SG and Associates



Suhas S Ganpule
Proprietor

ACS No. 12122, CP No.: 5722
UDIN: A012122D000288750

Place: Mumbai
Date: 09.05.2022