

TMF Holdings Limited

Date: January 19, 2023

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 December 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 December 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 December 31, 2022

1. Name of Listed Entity: **TMF Holdings Limited**
2. Quarter ending: **December 31, 2022**

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN ^{\$} & 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)
Mr.	Nasser Munjee	DIN: 00010180 PAN: AAFPM7588N	Independent Director and Chairman of Board	09/06/2020	NA	NA	2 Years 6 Months	18/11/1952	2	2	5	5
Mr.	P. S. Jayakumar	DIN: 01173236 PAN: AAJPP8809R	Independent Director	10/07/2020	NA	NA	2 Years 5 months	08/04/1962	4	4	10	3
Mrs.	Varsha Vasant Purandare	DIN: 05288076 PAN: AFWPP0733Q	Independent Director	16/06/2021	NA	NA	1 Year 6 Months	07/12/1958	3	3	9	5
Mr	P.B. Balaji	DIN- 02762983 PAN: AAEPB3486B	Non-Executive Director	29/01/2018	NA	NA	NA	09/09/1969	1	0	5	0
Mr.	Dhiman Gupta	DIN:09420213 PAN: AISPG7468E	Non-Executive Director	24/05/2022	NA	NA	NA	14/08/1981	0	0	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

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TMF Holdings Limited

Mr.	Shyam Mani	DIN: 00273598 PAN: AHNPM6726D	Non-Executive Director	01/07/2006	01/04/2021	NA	NA	01/09/1953	0	0	4	0
Mr.	Samrat Gupta*	DIN: 07071479 PAN: ABNPG9172H	Non-Executive Director	01/04/2021	NA	NA	NA	16/07/1973	0	0	2	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 & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving onBoard of directors of the listed entity in continuity without any cooling off period.</i>										

Notes:

* Mr. Samrat Gupta who was appointed as Managing Director (MD) and Chief Executive Officer (CEO) of TMF Holdings Limited w.e.f. April 01, 2021 and stepped down as MD & CEO w.e.f. May 24, 2022 and continuing as Non-Executive Director of the Company w.e.f. May 24, 2022.

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	Yes	Mrs. Varsha Purandare	Chairperson and Independent Director (Appointed as Chairperson with effect from 22/11/2022)	16/06/2021	NA
		Mr. P.S. Jayakumar	Independent Director	10/07/2020	Ceased as Chairperson w.e.f. 22/11/2022 and continuing as member
		Mr. P. B. Balaji	Non- Executive Director	29/01/2020	NA

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		Mr. Shyam Mani	Non- Executive Director	29/01/2020	NA
		Mr. Dhiman Gupta	Non- Executive Director	24/06/2022	NA
		Mr. Samrat Gupta	Non-Executive Director	11/05/2021	NA
4. Stakeholders Relationship Committee:	Yes	Mr. Nasser Munjee	Chairman and Independent Director	12/11/2021	NA
		Mr. Shyam Mani	Non- Executive Director	12/11/2021	NA
		Mr. Samrat Gupta	Non-Executive Director	12/11/2021	NA

& 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

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
25/07/2022	03/10/2022	Yes	7	3	Maximum Gap between any two Board meetings during December 2022 Quarter- 25 Days
29/08/2022	13/10/2022	Yes	7	3	
13/09/2022	28/10/2022	Yes	7	3	
	22/11/2022	Yes	7	3	

** to be filled in only for the current quarter meetings*

IV. Meetings of Committees

Details of Audit Committee held during December 2022 Quarter:

TMF Holdings Limited

<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>
28/10/2022	Yes	3	2	25/07/2022	Maximum Gap between any two meetings of December 2022 quarter –
22/12/2022	Yes	3	2	29/08/2022	55 Days
<p>* 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</p>					
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA)	
				refer note below	
Whether prior approval of audit committee obtained				Yes	

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	Yes

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