

TMF Holdings Limited

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In accordance with the requirements of Regulation 25 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes.

OBJECTIVES

- To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company – its operations, business, industry and environment in which it functions.
- To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

OVERVIEW OF THE FAMILIARISATION PROGRAMME

Orientation Programme upon Induction of New Directors

- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director, Chief Financial Officer and members of the Senior Management to discuss the functioning of the Board and the Company's business activities. The Independent Directors are also familiarized with their roles, rights and responsibilities.
- A detailed Appointment Letter incorporating the role and responsibilities, duties and liabilities, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors. The terms of the said letter are also uploaded on the Company's website.
- The Company through its Managing Director, Key Managerial Personnel and Members of Senior Management, conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

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- Such programmes / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and helps them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology and risk management processes and such other areas as may arise from time to time.

Other Initiatives to update the Directors on a Continuing Basis

- At least one Board Meeting in a year has a detailed Budget and Strategy session with the Senior Management team of the Company. Presentations are made to the Board members which inter alia covers the industry scenario, strategic priorities for the Company and the business model of the Company.
- The Board is updated on a timely basis about the regulatory changes impacting the Company and its functioning.
- At various Board Meetings during the year, presentations are made to the Board/ Audit Committee on Ethics and Sustainability issues, Risk Management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which the Company operates and other relevant issues.
- Quarterly presentations on operations made to the Board includes information on business performance, operations, financial parameters, liquidity management, fund flows, information and performance of the subsidiary, compliances, senior management changes, joint venture and associate companies, major litigations, etc. Periodic presentations are made to the Board / Board Committees on Human Resources Strategy and Succession Planning, Corporate Social Responsibility and sustainability initiatives, investor and customer complaints and its redressals, etc.
- Presentation on Business Excellence by external assessors under the Tata Business Excellence Model are also made to the Board, wherein various measurables and areas of improvement are presented.

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DISCLOSURE

This familiarization programme shall be uploaded on the Company's website for public information.

DETAILS OF FAMILIARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS

During FY 2023-24, the following familiarization programmes for Independent Directors were conducted:

Sr. No.	Subject Matter of the Programme	No. of Programmes attended by Independent Directors	No. of hours spent by Independent Directors
1	<p>At the Strategy meeting of the Company, presentation was made to Board including Independent Directors which inter alia included the following:</p> <ul style="list-style-type: none">• Presentation on Business Update, Industry scenario, strategic priorities for the Company and the business model of the Company• Presentation on IT Framework and Digitalization in the NBFC sector	1	4.5 Hours