

TMF Holdings Limited

January 21, 2025

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, 2024

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, 2024.

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, 2024

1. Name of Listed Entity: **TMF Holdings Limited**
2. Quarter ending: **December 31, 2024**

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 in months	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	Non-Executive - Independent Director and Chairman of Board	09/06/2020	09/06/2023	NA	54 months	18/11/1952	3	2	5	4
Mr.	N. V. Sivakumar	DIN: 03534101 PAN: ASEPS2822G	Non-Executive - Independent Director	07/11/2023	NA	NA	13 months	01/02/1963	4	4	10	5
Mrs.	Varsha Vasant Purandare	DIN: 05288076 PAN: AFWPP0733Q	Non-Executive - Independent Director	16/06/2021	NA	NA	42 months	07/12/1958	3	3	9	5
Mr.	P.B. Balaji	DIN- 02762983 PAN: AAEPB3486B	Non-Executive - Non	29/01/2018	NA	NA	NA	09/09/1969	3	0	6	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

			Independent Director										
		Whether Regular chairperson appointed- Yes											
		Whether Chairperson is related to managing director or CEO- No											

Notes:

Mr. Dhiman Gupta has resigned as Non- Executive Director with effect from December 23, 2024.

Mr. Samrat Gupta has resigned as Non- Executive Director with effect from October 15, 2024.

Mr. Prakash Pandey has been appointed as an Additional Director to be designated as Non- Executive Director with effect from December 23, 2024 and his appointment is subject to approval of the RBI.

No director was disqualified for quarter ended December 31, 2024.

TMF Holdings Limited

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members and DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. N. V. Sivakumar DIN: 03534101	Chairman and Non-Executive - Independent Director	07/11/2023	NA
		Mrs. Varsha Purandare DIN: 05288076	Non-Executive - Independent Director	16/06/2021	NA
		Mr. P. B. Balaji DIN: 02762983	Non-Executive – Non-Independent Director	29/01/2018	NA
2. Nomination & Remuneration Committee	Yes	Mrs. Varsha Purandare DIN: 05288076	Chairperson and Non-Executive - Independent Director (Appointed as Chairperson with effect from 07/11/2023)	07/11/2023	NA
		Mr. Nasser Munjee DIN: 00010180	Non-Executive - Independent Director	20/06/2020	NA
		Mr. P. B. Balaji DIN: 02762983	Non-Executive – Non-Independent Director	29/01/2018	NA
3. Risk Management Committee	Yes	Mrs. Varsha Purandare DIN: 05288076	Chairperson and Non-Executive - Independent Director	16/06/2021	NA
		Mr. N. V. Sivakumar DIN: 03534101	Non-Executive - Independent Director	07/11/2023	NA

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. P. B. Balaji DIN: 02762983	Non-Executive – Non-Independent Director	29/01/2020	NA
		Mr. Dhiman Gupta DIN: 09420213	Non-Executive – Non-Independent Director	24/06/2022	23/12/2024
		Mr. Samrat Gupta DIN: 07071479	Non-Executive – Non-Independent Director	11/05/2021	15/10/2024
4. Stakeholders Relationship Committee *:	Yes	Mr. Nasser Munjee DIN: 00010180	Chairman and Non-Executive – Independent Director	12/11/2021	NA
		Mr. N. V. Sivakumar DIN: 03534101	Non-Executive – Independent Director	07/11/2023	24/12/2024
		Mr. Samrat Gupta DIN: 07071479	Non-Executive – Non-Independent Director	12/11/2021	15/10/2024
5. Corporate Social Responsibility Committee	Yes	Mr. Nasser Munjee DIN: 00010180	Chairman and Non- Executive Independent Director	31/07/2021	NA
		Mr. N. V. Sivakumar DIN: 03534101	Non- Executive Independent Director	07/11/2023	NA
		Mr. Samrat Gupta DIN: 07071479	Non- Executive Non- Independent Director	01/04/2021	15/10/2024

& 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

* Mr. Prakash Pandey (DIN: 10850813) has been appointed as an Additional Director to be designated as Non- Executive Director and Member of the Committee on December 23, 2024 and his appointment is subject to approval of the RBI. The Board at its meeting scheduled on January 23, 2025 will also consider re-constitution of the Committee to appoint Mr. P. B. Balaji as a Member of the Committee.

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

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>
18/07/2024	17/10/2024	Yes	5	3	Maximum Gap between any two Board meetings during December 2024 Quarter- 35 Days
26/09/2024	22/11/2024	Yes	4	3	
	23/12/2024	Yes	4	3	
<i>* to be filled in only for the current quarter meetings</i>					
IV. Meetings of Committees					
Details of Committees held during December 2024 Quarter:					
<i>Name of Committee</i>	<i>Date(s) of meeting of the committee in the previous and relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present* (All Directors including independent directors)</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee	17/07/2024	Yes	3	2	Maximum Gap between any two meetings of December 2024 quarter – 35 Days
	26/09/2024	Yes	3	2	
	17/10/2024	Yes	3	2	
	22/11/2024	Yes	2	2	
	23/12/2024	Yes	3	2	
Nomination & Remuneration Committee	26/09/2024	Yes	3	2	Maximum Gap between any two meetings of December 2024 quarter – NA
	22/11/2024	Yes	2	2	
	23/12/2024	Yes	3	2	

TMF Holdings Limited

Risk Management Committee	23/09/2024	Yes	3	1	Maximum Gap between any two meetings of December 2024 quarter – NA
	23/12/2024	Yes	3	2	

* 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

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
	<i>refer note below</i>
Whether prior approval of audit committee obtained	Yes

