

TMF Holdings Limited

July 20, 2026

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) read with Regulation 62Q of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the quarter ended June 30, 2026

Dear Sir / Madam,

Pursuant to Regulation 27(2) read with Regulation 62Q 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 June 30, 2026.

This is for your information and record.

Thanking You

Yours faithfully,

For TMF HOLDINGS LIMITED

NEERAJ DWIVEDI
Company Secretary
Membership No. A20874

TMF Holdings Limited

Report on Corporate Governance for the quarter ended June 30, 2026

1. Name of Listed Entity: **TMF Holdings Limited**
2. Quarter ending: **June 30, 2026**

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN ^s & 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)
Mrs.	Varsha Vasant Purandare	DIN: 05288076 PAN: AFWPP0733Q	Non-Executive - Independent Director	16/06/2021	NA	NA	60 months	07/12/1958	5	5	7	4
Dr.	Vaijayanti Pandit	DIN- 06742237 PAN: AJYPP7673D	Non-Executive - Independent Director	09/06/2025	NA	NA	13 months	12/01/1953	5	5	10	3
Mr.	Prakash Pandey	DIN: 10850813 PAN: AMUPP4926A	Non-Executive - Non-Independent Director	03/04/2025	NA	NA	15 months	01/07/1983	1	0	3	1
Mr.	Asim Kumar Mukhopadhyay	DIN: 06520288 PAN: AETPM4771M	Non-Executive - Non-Independent Director	19/01/2026	NA	NA	5 months	22/04/1960	1	1	1	0

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Mr.	Sudeep Bhalla	DIN: 11160825 PAN: ACCPB8034B	Non-Executive - Non-Independent Director	19/01/2026	NA	NA	5 months	04/03/1972	1	1	1	0
		Whether Regular chairperson appointed- Yes										
		Whether Chairperson is related to managing director or CEO- No										

Notes:

No director was disqualified for quarter ended June 30, 2026.

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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	Dr. Vaijayanti Pandit DIN: 06742237	Chairperson and Non-Executive - Independent Director	26/06/2025	NA
		Mrs. Varsha Purandare DIN: 05288076	Non-Executive - Independent Director	16/06/2021	NA
		Mr. Prakash Pandey DIN: 10850813	Non-Executive – Non-Independent Director	26/06/2025	NA
2. Nomination & Remuneration Committee	Yes	Dr. Vaijayanti Pandit DIN: 06742237	Chairperson and Non-Executive - Independent Director	26/06/2025	NA
		Mrs. Varsha Purandare DIN: 05288076	Non-Executive - Independent Director	07/11/2023	NA
		Mr. Asim Mukhopadhyay DIN: 06520288	Non-Executive – Non-Independent Director	19/01/2026	NA
3. Risk Management Committee	Yes	Mrs. Varsha Purandare DIN: 05288076	Chairperson and Non-Executive - Independent Director	16/06/2021	NA
		Mr. Prakash Pandey DIN: 10850813	Non-Executive – Non-Independent Director	26/06/2025	NA
		Mr. Asim	Non-Executive –	19/01/2026	NA

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		Mukhopadhyay DIN: 06520288	Non-Independent Director		
		Mr. Sudeep Bhalla DIN: 11160825	Non-Executive – Non-Independent Director	19/01/2026	NA
4. Stakeholders Relationship Committee	Being optional, dissolved with effect from January 19, 2026.				
5. Corporate Social Responsibility Committee	Yes	Mr. Asim Mukhopadhyay DIN: 06520288	Chairman and Non- Executive Non- Independent Director	19/01/2026	NA
		Dr. Vaijayanti Pandit DIN: 06742237	Non- Executive Independent Director	26/06/2025	NA
		Mrs. Varsha Purandare DIN: 05288076	Non- Executive Independent Director	26/06/2025	NA
		Mr. Prakash Pandey DIN: 10850813	Non-Executive – Non-Independent Director	26/06/2025	NA
<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>					
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>
22/01/2026 29/01/2026	28/04/2026	Yes	5	2	Maximum Gap between any two Board meetings during June 2026 Quarter- NA
* to be filled in only for the current quarter meetings					

Registered Office: Nanavati Mahalaya, Floor 3 & 4, Plot 18 Mudhana Shetty Marg, Nr BSE, Fort, Mumbai City, Mumbai, Maharashtra, India, 400001

Website: www.cv.tatamotors.com CIN: U65923MH2006PLC162503

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IV. Meetings of Committees

Details of Committees held during March 2026 Quarter:

Name of Committee	Date(s) of meeting of the committee in the previous and relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present* (All Directors including independent directors)	Number of independent directors present*	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	28/04/2026	Yes	3	2	Maximum Gap between any two meetings of March 2026 quarter – NA

* 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) refer note below
Whether prior approval of audit committee obtained	Yes

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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 (optional)
 - 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.

VII. Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event-	Brief details of the event

Name of Signatory – Neeraj Dwivedi

Designation- Company Secretary

Place- Mumbai

Date- 20/07/2026

For TMF HOLDINGS LIMITED

NEERAJ DWIVEDI

Company Secretary

ICSI Membership No. A20874