

TI Financial Holdings Limited
Corporate Governance Report for the quarter ended December 31, 2018

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors										
Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorships in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	
SHUBHALAKSHMI PANSE	02599310	AFEPP0393L	ID	01-Aug-2017		60	5	6	3	
M M Murugappan	00170478	AAGPM1775L	C & NED	11-Nov-2017			2	5	4	
Ashok Kumar Barat	00492930	AGOPB1341B	ID	01-Aug-2018		12	4	6	2	
Sridharan Rangarajan	01814413	BHYP0270E	NED	30-Aug-2018			0	4	0	



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II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ashok Kumar Barat	ID	Member
2	Sridharan Rangarajan	NED	Member
3	SHUBHALAKSHMI PANSE	ID	Chairperson

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	M M Murugappan	C & NED	Chairperson
2	Sridharan Rangarajan	NED	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	SHUBHALAKSHMI PANSE	ID	Member
2	M M Murugappan	C & NED	Member
3	Ashok Kumar Barat	ID	Chairperson

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>Maximum gap between any two consecutive (in number of days)</i>
31-Jul-2018	31-Oct-2018	48
18-Sep-2018	31-Oct-2018	42

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
				42
Audit Committee	31-Oct-2018		31-Jul-2018	
Audit Committee	31-Oct-2018	2	18-Sep-2018	
Corporate Social Responsibility Committee	31-Oct-2018	2		

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not 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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The previous report on corporate governance has been placed before the Board at its meeting held on October 31, 2018. This report will be placed at the ensuing Board meeting scheduled in February 2019.

Name : E Krithika
Designation : Company Secretary & Compliance Office

For TI FINANCIAL HOLDINGS LIMITED


E. KRITHIKA
Company Secretary

for FINANCIAL HOLDINGS LIMITED

CHARTERED ACCOUNTANTS
E. KENTON