

**TI FINANCIAL HOLDINGS LIMITED  
CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED MARCH 31, 2018**

<b>General information about company</b>	
Scrip code	504973
NSE Symbol	TIFIN
MSEI Symbol	NA
ISIN	INE149A01033
Name of the entity	TI FINANCIAL HOLDINGS LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable



**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory		Is there any change in information of board of directors compare to previous quarter													
		Yes													
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mrs	SHUBHALAKSHMI PANSE	AFEP0393L	02599310	Non-Executive - Independent Director	Not Applicable		01-08-2017		60	6	6	0		
2	Mr	N. Srinivasan	AIQPS8127A	00123338	Non-Executive - Non Independent Director	Not Applicable		25-09-2017			2	4	0		
3	Mr	M B N Rao	AADPN0586D	00287260	Non-Executive - Independent Director	Not Applicable		01-08-2017		12	4	5	2		
4	Mr	M M Murugappan	AAGFM1775L	00170478	Non-Executive - Non Independent Director	Chairperson related to Promoter		11-11-2017			7	8	5		
5	Mr	A. Vellavan	AACPV2231L	00148891	Non-Executive - Non Independent Director	Not Applicable		01-08-2017	05-02-2018		1	2	0		



**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory  
Is there any change in information of committees compare to previous quarter

<b>Audit Committee Details</b>				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	00287260	M B N Rao	Non-Executive - Independent Director	Chairperson
2	02599310	SHUBHALAKSHMI PANSE	Non-Executive - Independent Director	Member
3	00123338	N Srinivasan	Non-Executive - Non Independent Director	Member

<b>Nomination and remuneration committee</b>				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	00287260	M B N Rao	Non-Executive - Independent Director	Chairperson
2	02599310	SHUBHALAKSHMI PANSE	Non-Executive - Independent Director	Member
3	00170478	M M Murugappan	Non-Executive - Non Independent Director	Member

<b>Stakeholders Relationship Committee</b>				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	00170478	M M Murugappan	Non-Executive - Non Independent Director	Chairperson
2	00123338	N Srinivasan	Non-Executive - Non Independent Director	Member

<b>Corporate Social Responsibility Committee</b>				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	00170478	M M Murugappan	Non-Executive - Non Independent Director	Chairperson
2	00287260	M B N Rao	Non-Executive - Independent Director	Member
3	00123338	N Srinivasan	Non-Executive - Non Independent Director	Member



<b>Annexure 1</b>		
<b>III. Meeting of Board of Directors</b>		
Disclosure of notes on meeting of board of directors explanatory		
<b>Sr</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
1	11-11-2017	
2	05-02-2018	
		<b>85</b>



## Annexure 1

### IV. Meeting of Committees

#### Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	05-02-2018	Yes	3	11-11-2017	85	
2	Corporate Social Responsibility Committee	05-02-2018	Yes	3	-		
3	Stakeholders Relationship Committee	05-02-2018	Yes	2	11-11-2017	85	



### Annexure 1

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



**Annexure 1**

<b>VI. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 100 listed entities)</b>	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

i. Disclosure on website in terms of Listing Regulations					
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address	
1	Details of business	Yes		www.tifhl.com	
2	Terms and conditions of appointment of independent directors	Yes		www.tifhl.com	
3	Composition of various committees of board of directors	Yes		www.tifhl.com	
4	Code of conduct of board of directors and senior management personnel	Yes		www.tifhl.com	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tifhl.com	
6	Criteria of making payments to non-executive directors	Yes		www.tifhl.com	
7	Policy on dealing with related party transactions	Yes		www.tifhl.com	
8	Policy for determining 'material' subsidiaries	Yes		www.tifhl.com	
9	Details of familiarization programmes imparted to independent directors	Yes		www.tifhl.com	
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tifhl.com	
11	email address for grievance redressal and other relevant details	Yes		www.tifhl.com	
12	Financial results	Yes		www.tifhl.com	
13	Shareholding pattern	Yes		www.tifhl.com	
14	Details of agreements entered into with the media companies and/or their associates	NA			
15	New name and the old name of the listed entity	Yes		www.tifhl.com	
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				





**Annexure II**

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Annexure II	
1	Name of signatory E Krithika
2	Designation Company Secretary and Compliance Office

Annexure III				
Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year				
I. Affirmations				
Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III	
1	Name of signatory E Krithika
2	Designation Company Secretary and Compliance Office

Signatory Details	
Name of signatory	E Krithika
Designation of person	Company Secretary
Place	Chennai
Date	13-04-2018

