

POLICY ON PRESERVATION OF DOCUMENTS

1. Introduction:

Securities and Exchange Board of India (“SEBI”) has introduced SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“**Listing Regulations**”). Regulation 9 of the Listing Regulations mandates framing of a policy by all listed companies for preservation /archival of documents.

Accordingly, TVS Credit Services Limited (“**Company**” or “**TVSCS**”), has formulated and notified this policy for preservation / archival of documents (“**Policy**”) in compliance with the Listing Regulations. The board of directors of the Company (“**Board**”) reviews and amends this policy from time to time.

2. Objective:

To ensure that the Company:

- complies with document retention laws
- allow for continuity in the event of a disaster
- retains valuable documents and saves time, money and space
- protects against allegations of selective document destruction; and
- provides for a routine destruction of non-business, superfluous, and outdated documents.

3. Definitions:

- a. “**Archive/archiving**” is the process of transferring records to a repository managed by personnel specialized in storing, conserving and authorizing access to the records entrusted.
- b. “**Authorised Person**” means any person duly authorised by the Board/Committee.
- c. “**Board**” means the collective body of the Directors of the Company.
- d. “**Company**” means TVS Credit Services Limited.
- e. “**Document(s)**” refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record, required under or in order to comply with the requirements of any Applicable Law, for the time being in force or otherwise, maintained on paper or in Electronic Form and does not include multiple or identical copies.
- f. “**Electronic Form**” means any electronic device such as servers, computer, laptop, compact disc, floppy disc, pen drive, space on electronic cloud or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.
- g. “**Listing Regulations**” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- h. “**Preservation**” means to keep in good order and to prevent from being altered, damaged or destroyed.

Words and expressions used in this Policy but not defined shall have the same meaning but defined in the Listing Regulations, Securities and Exchange Board of India Act 1992, the Securities Contracts (Regulation) Act 1956, the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 and rules and regulations made thereunder.

4. Classification of documents to be preserved/retained

This Policy is applicable to all documents maintained in physical and electronic mode by the Company. Based on the recommendation of the management of the Company, the Board has classified the documents to be preserved in the following 2 (two) categories.

- Documents that need to be preserved / retained permanently
- Documents that may be preserved / retained for a period of 8 (eight) years

5. Document retention

Any document that is required to be maintained by law should be retained for the time and in the form that is mandated by law. The period of retention listed in the schedule is based on the time limits for potential judicial claims and aims to draw sensible conclusions as to how long keeping the records will protect the Company. In general, documents that are not subject to a retention requirement should be kept long enough to accomplish the task for which they were generated.

Where the recommended retention period given is 8 (eight) years, this is based on the 8 (eight) year time limit within which legal proceedings must be commenced. Where documents may be relevant to a contractual claim, it is recommended that these be retained for at least the corresponding 8 (eight) year limitation period.

Each record of information should entail identifying when the retention period of each record is due to expire and taking immediate action to ensure its destruction in a proper and secure manner.

The Company has a legal duty to retain relevant documents which it knows or believes may be relevant to any legal action.

The Appendix to this Policy lists out the types of records to be maintained by the Company and the duration for which they shall be retained / preserved.

6. Roles and Responsibilities

Ultimate responsibility for determining whether to retain, dispose or archive specific documents rests with the Board or committee thereof. The Board may delegate the operational aspects of this function to one or more senior management personnel ("SMP") or heads of departments ("HOD") of the Company.

7. Storage and archival of records

Important and original documentation shall be kept in a secure location.

A record that is no longer required by the unit, department, or division in which it originated or was received, and that has permanent legal, institutional, or historical value is to be archived. Hard copies or scanned copies of documentation beyond its operational date may be kept onsite for reference purposes.

Electronic data shall be backed-up by the information technology (“IT”) department and the back-up files shall be kept at an offsite location.

Pursuant to the provisions of the Listing Regulations, copies of all material disclosures made to the stock exchanges under Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a minimum period of 5 (five) years. After a period of 5 (five) years from the date of filing the records or documents with the stock exchanges, the copies of such records or documents shall be archived from the website of the Company. Anyone intending to review such information after 5 (five) years may write to the compliance officer of the Company.

8. Litigation

All electronic and paper document destruction should automatically be suspended when a lawsuit, claim or government investigation is pending, threatened or reasonably foreseeable. In the case of electronic destruction, the IT department is responsible for ensuring that any automatic destruction programme is disabled.

9. Document destruction

When information reaches the expiry date for retention, the Company shall ensure that all copies of that information are permanently destroyed. Where information is held in more than 1 (one) media, the information must be removed from all record systems. For instance, paper copies should be shredded; and electronic copies should be deleted / completely destroyed from any memory source or other media.

All documents, including electronic documents, that are no longer relevant to the Company’s business, should be destroyed every 30 (thirty) days. Drafts of documents that have been finalised should not be retained, unless a SMP or HOD advises otherwise.

10. Method of disposal

The Company should follow these guidelines:

- documents should be destroyed on site, using the shredders.
- steps should be taken to make data virtually impossible to retrieve.
- if data is no longer relevant it should be deleted after 30 (thirty) days and if data is relevant, it should be backed up and stored offsite. If in doubt further advice should be sought from the SMP or IT department; and
- wherever practicable, disposal should further recycling, in-line with the Company’s commitment to sustainable development and promoting an alternative waste disposal strategy.

Disposal of significant documents should be documented by the relevant HODs by keeping a record of the document disposed of, the date and method of disposal, and who authorised disposal.

11. Amendment

The Board/Committee has the right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever, subject, however, to the condition that such alterations will be in consonance with the provisions of the applicable law.

Appendix

Documents which are to be maintained permanently:

- The Company shall maintain the following documents on a permanent basis:
- Registration certificate from the Reserve Bank of India
- Certificate of Incorporation
- The Memorandum of Association and the Articles of Association of the Company
- Attendance registers, notices, agenda, notes on agenda and other related papers, and minutes of general meetings, board meetings and various committee meetings
- Register of members along with index
- Foreign register of members, if any
- Register of loans, guarantee, security and acquisition, if any, made by the company
- Register of investments not held in its own name by the company, if any
- Register of contracts with related party and contracts and Bodies etc. in which directors are interested
- Register of charges
- Registers of Renewed and duplicate share certificates
- Register of directors and KMP
- Register of debenture holders (including foreign register of debentures), if any or register for any other securities issued by the Company
- annual audit Reports and financial statements
- Material agreements/contracts
- Order issued by courts/statutory bodies
- Any other documents as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time

Documents which are to be maintained for at least eight financial years:

- Books of account together with the vouchers relevant to any entry in such books of account
- Copies of all annual reports and annual returns
- Disclosure of Interest received from the directors of the Company in the manner prescribed
- Instrument creating a charge or modifying a charge, if any
- Register of deposits accepted or renewed, if any
- Correspondence with department/shareholders
- Non-Statutory registers/documents
- Certificates surrendered to a Company
- Press releases and publicly filed documents along with all documents filed with the stock exchanges
- Correspondences with departments/shareholders
- Employment records/personnel documents that include recruitment, employment and personal information. These records also reflect performance reviews and any other matters arising out of the course of employment, such as actions taken against the personnel.
- Relevant marketing and sales documents
- Legal documents and intellectual property records relating to the development and protection of the intellectual property rights
- Insurance policies of the Company
- Original lease agreements (provided there is no dispute / claim / litigation is pending. If any such dispute persists, it should be preserved till the dispute is settled / closed)
- Investment records (with respect to investments made in the normal course of business)