

# **TMF HOLDINGS LIMITED**

## **POLICY FOR PRESERVATION OF DOCUMENTS**

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## 1. Preface

The Securities and Exchange Board of India (“SEBI”), vide its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Regulations come into force from December 1, 2015.

As per the Regulation 9 of the Listing Regulations, the Board of Directors (the “Board”) of TMF Holdings Limited (the “Company”) is required to frame a policy on preservation of documents for preserving certain documents and information under various applicable listing regulations.

## 2. Objective of the Policy

The documents of the Company are either in physical or electronic form. Preservation of Documents has been a requirement under various statutes, as evidence in a legal process, audit purposes or management requirements. Therefore, the objective of this Policy is to provide a framework for preservation of documents maintained by the Company under various applicable laws, back up the important data and eliminate the possibility of accidental or innocent destruction.

## 3. Definition and Classification of Document

A Document may mean and include, but is not limited to documents such as memoranda, contracts, agreements minutes and recordings of meetings (Board, Committee or General Meetings), auditor’s reports, employee records, court/tribunal orders, tax returns/assessments. The Documents also include all documents and records that are produced by an employee, such as but without limitation to emails or messages.

The Documents are broadly classified into following categories:

- a. Documents whose preservation shall be permanent in nature under laws as applicable to the Company;
- b. Documents with preservation period of not less than eight (8) years after completion of the relevant transactions under laws as applicable to the Company.

Apart from the above there may be routine records that do not require long term retention and are required to be preserved only for current periods as also records which are required to be preserved for a period lesser than eight (8) years. This Policy does not endeavour to cover these documents.

## 4. Maintenance and preservation of Documents

The Company from time to time is required to maintain and preserve certain Documents for a specified period of time in order to ensure legal compliance and also to accomplish other business objectives. Documents that bear special consideration and minimum retention period are identified in below schedule:

### 4.1 Documents Preservation Schedule

#### a. Documents as per the Companies Act, 2013 (the Act) and Listing Regulations

The Company shall maintain all the statutory Documents as per the applicable provisions of the Act read with the rules thereunder. Further, the Company shall maintain all the records as per the Listing Regulations for not less than eight (8) years.

Documents pertaining to minutes of meetings of board of directors, committees of the board and shareholders, financial statements, audit reports and all statutory

registers / records, filings with the MCA, Stock Exchanges and other regulatory authorities as prescribed under applicable laws and rules shall be preserved for such period as provided in the respective laws and regulations. Any Document where preservation period is not prescribed under any applicable laws shall be preserved for a period of not less than eight (8) years. The Company may require records to be retained having proprietary, technical or economic value to future operations of the Company.

**b. Documents as per other statutes**

All the Documents required to be maintained under Reserve Bank of India Act, 1934, Foreign Exchange Management Act, 1999, or any other applicable laws and regulations shall be maintained and preserved as per the provisions of such laws, regulations and Guidelines, from time to time.

**c. Taxation Documents**

Taxation (Direct or Indirect tax) documents include, but not limited to documents concerning tax filings, tax returns, tax audits & certifications, transaction records including records of international transactions, related party transactions, proof of deductions, tax assessments, tax litigations including appeals and petitions preferred against any claim made by the relevant tax authorities. Tax documents shall be maintained for a period as prescribed under applicable laws or for a period not less than eight (8) years or for a period as may be required under applicable laws after a final order has been received with respect to any matter, as the case may be.

**d. Employment /Personnel Record**

The Company is required to keep records or Documents relating to recruitment, employment and personnel information, attendance, performance review, training and development, union wage settlements, separation schemes, action taken by or against any employee, complaints by or against any employee. These Documents relating to employment or personnel information shall be retained for a period of not less than eight (8) years after the usual period for which they need to be retained.

**e. Press Releases**

Press Release shall include, but shall not be limited to, any intimation given to the press regarding financial results, profits, meetings of the Board, general meetings, and overall performance of the Company. The Company shall retain all documents relating to Press Releases not less than ten (10) years.

**f. Legal Documents**

Legal Documents shall include, but shall not be limited to contracts, agreements, legal opinions, impending claims, legal actions, pleadings, orders passed by any court or tribunal, judgments, interim orders, documents relating to cases pending in any court or tribunal or any other authority empowered to give a decision on any matter, awards, and documents relating to property matters.

A contract shall be preserved for a period of not less than eight (8) years or for not less than eight (8) years after the expiry of the term of the contract, whichever is longer.

Documents relating to any property owned by the Company shall be preserved perpetually. Other property Documents shall be preserved for a period of not less than eight (8) years or for a period of eight (8) years after the rights and obligations in relation to such property cease to exist, whichever is longer.

Orders passed by any court or tribunal or any authority or judgment, which are final in nature and cannot be superseded shall be preserved permanently. Interim orders shall be preserved till a final order is received or for a period of not less than eight (8) years, whichever is longer.

Pleadings shall be preserved for a period of eight (8) years or till the subject matter is disposed of, whichever is longer.

**g. Marketing and Sales Documents**

The Company shall preserve all marketing and sales related documents for a period of not less than eight (8) years.

**h. Intellectual Property Rights Documents and Licenses**

Intellectual property Rights documents shall include, but not be limited to copyrights, trademarks, patents, and industrial designs. Intellectual property rights documents that are owned by the Company shall be preserved by the Company permanently.

Licenses obtained by the Company shall be preserved till the time of validity of the License and for a period of not less than eight (8) years thereafter, Licenses that are required to be persevered for a longer period shall be decided on case to case basis.

**i. Treasury related Documents**

Documents related to fund raising, investments, forex hedging and all treasury related activities shall be retained as provided in the concerned legislation/regulation. If there is no legislative provision, the same shall be retained for a period of 8 (Eight) years from the date of completion of activity/transaction.

- j. All other documents or records not covered above shall be retained as provided in the concerned legislation/regulation. If there is no legislative provision, the same shall be maintained for a period of 8 (Eight) years.

**4.2 Documents Maintenance and Storage**

All Documents shall be maintained, either in physical form or electronic form or both, by the respective departments of the Company, to which such Document pertains. All electronic versions of the Documents are to be maintained within the Company's centralized electronic record software database, which is maintained in line with policy of the IT Services department of the Company.

**4.3 Disposal of Records**

The destruction and disposal of Documents shall be done in compliance with the provisions prescribed under the applicable laws and keeping in view this Policy of the Company. All the Documents containing information of a confidential or sensitive nature on paper, card, or electronic media must be securely destroyed when it is no longer required.

Each department has to conduct a review of retained records every year after the end of first quarter and destroy the records that are not required to be preserved beyond the statutory retention period under proper supervision. All documents having no long term value and which are not part of accounting records, such as memos, progress reports and other informational work paper, need not be preserved. All backup and archive copies of a record must be destroyed when the original is destroyed.

**4.4 Hold on record destruction and deletion**

If a lawsuit or other proceeding involving the Company is reasonably foreseeable, all destruction of any possibly relevant documents, including e-mail, must cease immediately. Documents relating to the lawsuit or potential legal issue will then be retained and organized under the supervision of the Head (Legal).

Violation of this aspect of the Company's Document Retention Policy could subject the Company and the employees involved to civil and criminal penalties.

#### **4.5 Electronic Documents including emails**

All electronic communication systems as well as all communications and stored information transmitted, received, or contained on the Company's information systems are the property of the Company. Such communication and information shall be preserved in accordance with the policy of the Company in respect thereof, which shall be in consonance with this Policy.

#### **5. Policy Enforcement**

The employees of the Company shall strictly comply with this Policy. Each Head of the Function /department shall lay down process for maintenance of Documents pertaining to the respective Function/department in compliance of this Policy. A committee consisting of Chief Operating Officer, Chief Financial Officer, Head of Legal & Chief Compliance Officer and Chief Internal Auditor shall circulate a list of laws under which the documents are to be preserved, the type of Documents, the period of preservation and the person/functional head responsible for the same.

If an employee has reasons to believe, or the Company informs the employee concerned, that Company Documents are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation), then the employee must preserve those Documents until the Legal department determines that the Documents are no longer needed. This exception supersedes any previously or subsequently established destruction schedule for those Documents. If an employee(s) believe that exception may apply or have any question regarding the possible applicability of that exception, he/she may contact the Head (Legal).

While minimum retention periods are suggested in regard to certain Documents, the retention of the Documents not included in the above schedules shall be determined by the Head of the Function/Department, in line with the policy that governs those Documents or by the application of the general guidelines affecting such Documents, as well as any other pertinent factors.

#### **6. General**

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

#### **7. Effective Date**

The Policy as approved by the Board of Directors shall be effective from January 28, 2016.

#### **8. Compliance**

Failure to comply with this Policy may result in disciplinary action. Questions about this Policy should be referred to the said committee members. The committee will administer, enforce and update this Policy.

#### **9. Amendments**

The Company may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

***This Policy is last reviewed and adopted by the Board of Directors in its meeting held on May 24, 2022.***

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