



B.CHANDRA

PRACTISING COMPANY SECRETARY

AG 3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026

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**Secretarial compliance report of
TVS Credit Services Limited for the year ended 31.03.2024**

I, B Chandra, Practising Company Secretary, having my office at AG 3 Ragamalika, 26 Kumaran Colony main road, Vadapalani, Chennai (CP No 7859) have examined:

- a) all the documents and records made available to us and explanation provided by TVS CREDIT SERVICES LIMITED (“the listed entity/ the Company”)
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2024 in respect of compliance with the provisions of:

- (a) Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulations 15, to Regulation 27 of Chapter IV of the aforesaid Regulations, which is applicable to the Company with effect from 07-09-2021.
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to Debt listed Companies;

The Company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; & circulars/ guidelines issued thereunder;



Based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder Hence **Annexure A** is not applicable

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **As per Annexure B**

(c) **Additional Affirmations**

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standard The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	As per the documents provided and confirmation given by the Company
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	The policy on Related Party transactions has been amended at the Board Meeting held on May 08, 2024, which is within three years since applicability of the SEBI Regulations to the Company.
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	-
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-



S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	-
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified /rejected by the Audit committee	Yes	The company had filed revised RPT Return for the HY ended Sept 23.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 52 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by	Yes	As per the confirmation provided by the company



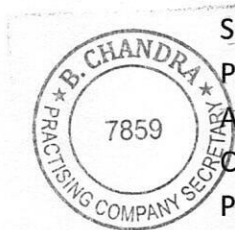
S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.		
12	Resignation of Statutory auditors from the listed entities or its material subsidiaries	NA	-
13	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	-

The Company having appointed a Company Secretary has duly intimated the incumbent as a compliance officer and the said intimation was ratified.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chennai
Date: 30.05.2024



Signature: *B Chandra*
Practising Company Secretary : B CHANDRA
ACS/ FCS No.: 20879
C P No.: 7859
PEER REVIEW NO 602/2019
UDIN A020879F000494440

Annexure B for the year ended 31-03-2023

S No	Observations/ Remarks of the Practicing Company Secretary)	Observations made in the Secretarial Compliance report for the year ended ---	Compliance Requirements (Regulation / Circular/ Guidelines including specific Clause)	Details of violation / Deviations / Action taken/ Penalty Imposed	Remedial action if any by the listed entity	Comments of the PCS on the Action taken
01	Commission paid to Independent Directors not included in the HY return for March 2022 u/r 23(9) of LODR	2022-23	Clause 23 of LODR		Revised filing done.	

Place: Chennai

Date: 30.05.2024



Signature:

B Chandra

Practicing Company Secretary : B CHANDRA

ACS/ FCS No.: 20879 C P No.: 7859

UDIN A020879F000494440

Peer review no 602/2019