

NOTICE TO THE SHARE HOLDERS

NOTICE IS HEREBY GIVEN THAT THE 24th ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON 25th JULY, 2024 AT TAMILNADU CHAMBER OF COMMERCE & INDUSTRY NO: 178-B, KAMARAJAR SALAI, MADURAI-625009 AT 11.30 AM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2024 and the Profit and Loss Account made up to that date along with the report of the Directors, Auditors there on.
2. To appoint a Director in place of Smt. Yamuna Vasini Deva Dasi who retires by rotation at the close of the Annual General Meeting and being eligible offers herself for re-appointment.
3. To declare a final dividend on equity shares, if any.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT (pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr.N.Jegatheesan (holding DIN 01876113), who has been appointed as an, Additional Director (Independent Director) of the Company in the Board meeting held on 20.05.2024, consent of the share holders of the company be and is hereby accorded for his appointment as an Independent Director of the company as recommended by the Board of Directors in their meeting held on 20.05.2024 to hold office for five years with effect from 20/05/2024.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT (pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.K.Thirupathi Rajan (holding DIN 02822620), who has been appointed as an, Additional Director (Independent Director) of the

Company in the Board meeting held on 20.05.2024, consent of the share holders of the company be and is hereby accorded for his appointment as an Independent Director of the company as recommended by the Board of Directors in their meeting held on 20.05.2024 to hold office for five years with effect from 20/05/2024.

6. To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary Resolution:

a) RESOLVED THAT in supersession of earlier resolution passed at 18th Annual General Meeting held on 01.08.2018 pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded now for revision of remuneration from Rs.6 lakhs per month to Rs.12 lakhs per month with effect from 01.04.2024 to Shri.Balarama Govinda Das, Managing Director as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

- i) SALARY- Rs.12,00,000/- per month
- ii) He is entitled to use Company's car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company's contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

“RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals.”

“RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time.”

7. To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary Resolution:

‘a) RESOLVED THAT in supersession of earlier resolution passed at 18th Annual General Meeting held on 01.08.2018 pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded now for revision of remuneration from Rs.6 lakhs per month to Rs.12 lakhs per month with effect from 01.04.2024 to Shri.Ba.Ramesh, Joint Managing Director as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

- i) SALARY- Rs.12,00,000/- per month
- ii) He is entitled to use Company’s car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company’s contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

“RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals.”

“RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time.”

8. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

a) RESOLVED THAT in supersession of earlier resolution passed at 18th Annual General Meeting held on 01.08.2018 pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded now for revision of remuneration from Rs.6 lakhs per month to Rs.12 lakhs per month with effect from 01.04.2024 to Shri.N.B.Kumar, Joint Managing Director as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration and perquisites including monetary value thereof and from time to time and in such manner as the Board of Directors may deem fit so as not to exceed the remuneration limits as specified in Schedule V of the said act or any amendment that may be notified by the government in that behalf.

Terms of Remuneration

- i) SALARY- Rs.12,00,000/- per month
- ii) He is entitled to use Company’s car for official purposes, telephone, tele-fax, and audio and video conferencing and other communication facilities at residence and these will not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Company’s contribution to Provident Fund, super-annuation Fund, Gratuity payable as per the rules of the Company and Encashment of leave at the end of

the tenure shall not be included in the Computation of limits for the perquisites and allowances as aforesaid.

If in any financial year, the Company has no profit or its profits are inadequate the above remuneration is paid as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

“RESOLVED further that in the event of loss or inadequacy of profits in any financial year, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above, subject to obtaining requisite approvals.”

“RESOLVED FURTHER that the scope and quantum of remuneration specified herein above, may be enhanced, enlarged or varied by the Board of directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made there under and/or such guidelines as may be announced by the Government of India from time to time.”

9. To Consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sec.188 of the companies act, 2013 read with Rule 15 of the companies act, 2014 and all other applicable provisions if any, as up to date amended, consent of the shareholders of the company be and is hereby accorded for a remuneration of Rs.2.75 Lakhs per month to Shri. R.Gokul, General Manager of the company as specified U/R. 15 of the companies act, 2014 or any amendment that may be notified by the Government in this regard.

10. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sec.73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and all other applicable provisions if any, as recommended by the Board of directors of the Company and subject to other approvals and sanctions under the Companies Act, 2013, consent of the Shareholders of the Company be and is hereby accorded to the Company to invite accept and renew deposits from the Public and Shareholders of the Company for the current Financial year 2024-25, at the existing rates until the next Annual General Meeting up to a sum of Rs.17261.65 Lakhs, (from the Public Rs. 12329.75 Lakhs and from the Shareholders of the Company Rs.4931.90 Lakhs) which will be within the limits prescribed under rule 3 of the Companies

(Acceptance of Deposits) Rules, 2014 on the basis of audited accounts for the year ended 31.03.2024.

RESOLVED FURTHER THAT the Company do hereby comply with all the formalities as per the Companies (Acceptance of Deposits) Rules, 2014 and under the Companies Act, 2013 with regard to acceptance of deposits from the Public and Shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do any such act or deeds in connection with acceptance of deposits and as empowered by the Board of Directors with regard to the same under the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.

By Order of the Board of Directors
for **Thangamayil Jewellery Limited**

Place: Madurai

CS.V.Vijayaraghavan

Date: 20.05.2024

Company Secretary

Notes:

The Explanatory statement setting out the material facts pursuant to section 102 of the Companies Act, 2013 (“the Act”) concerning the special business in the notice is annexed here to and forms part of this notice. The profile of the Directors seeking appointment/ reappointment, as required in terms of Regulation 27 of SEBI (LODR) Regulation 2015 of the listing agreement entered with the Stock Exchange is annexed.

A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and such proxy need not be a member of the company. The proxies in order to be valid, must be duly stamped, executed and received at the Registered Office of the company not less than 48 hours before the commencement of the meeting.

1. Members are requested to bring their copies of the Annual Report for the meeting.
2. Members are requested to immediately notify any change of address / Bank mandate, etc.,
 - I. To the Depository participants (DPs) in respect of their electronic share accounts.
 - II. To the Registrar and share transfer agents M/s. Link Intime India Private Limited, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam, Coimbatore - 641 028 or to the Registered office of the Company at 124, Nethaji Road, Madurai-625 001, in respect of their physical holdings
3. The register of members and share transfer books of the company will remain closed from 19th July 2024

to 25th July 2024. (Both days inclusive) as per the requirements of the listing agreement.

4. The company has a designated e-mail id for investor grievances. All the share holders are requested to mail their grievance to companysecretary@thangamayil.com
5. Members are requested to quote their folio / Demat ID numbers in their correspondence always.
6. Members holding shares in electronic form are here by informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot Act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participants of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company/ Registrars.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars. Electronic copy of the annual report for 2023-24 is being sent to all the members whose E-mail IDs are registered with the depository participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered the E-mail address physical copies of the annual report for 2023-24 is being sent in the permitted mode.

Voting through electronic means:

In Compliance with provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (management and administration) rules, 2014 the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services (India) Ltd (CDSL):

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on 22nd July 2024 @ 10:00am and ends on 24th July 2024 @ 5:00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th July 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL Depository	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any,

should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [CompanySecretary @ thangamayil.com](mailto:CompanySecretary@thangamayil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to Company - companysecretary@thangamayil.com / RTA email id – coimbatore@linkintime.co.in
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Mr.S.Muthuraju ACS, Practicing Company Secretary (CP. No.4181) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

- (A) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company

and make not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, not later than three days of conclusion of the meeting.

- (B) The result shall be declared after the AGM of the Company and after submission of the report by the scrutinizer. The results declared along with the scrutinizers report shall be available for inspection and also placed on the website of the Company with in prescribed period.

- (C) The notice of the Annual General Meeting and this communication are also available on the website of the Company www.thangamayil.com.

By Order of the Board of Directors
For **Thangamayil Jewellery Limited**

Place: Madurai
Date: 20.05.2024

CS.V.Vijayaraghavan
Company Secretary

Annexure to the notice

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

(In pursuance of Regulations 17 of SEBI (LODR) 2015)

Name of the Director	Dr.N.Jegatheesan	Shri.K.Thirupathi Rajan	Smt.Yamuna Vasini Deva Dasi
Date of Birth	25.03.1959	03.02.1973	10.02.1957
Nationality	Indian	Indian	Indian
Date of appointment on the Board	20.05.2024	20.05.2024	04.02.2015
Qualification	M.com, B.L, Ph.D ,	B.A, MBA, MBL.,	SSLC
Experience in functional areas	35 yrs	25 yrs	
Number of Shares held in the company			61,790
List of Directorships held in other Companies	Agro Food Trade Centre, Tamilnadu Food Grains Marketing Yard Ltd.,	Glovel Matches LLP, AL Ashwin India Sourcing Ltd.,	Balusamy Silvears Jewellery Private Limited
Chairman/Member in the Committees of the Boards of Companies in which he is a Director.	-	-	-

Directorship / Committee members exclude Directorships in private / foreign companies and companies incorporated under section 8 of the companies act, 2013.

By Order of the Board of Directors
For **Thangamayil Jewellery Limited**

Place: Madurai

Date: 20th May, 2024

CS.V.Vijayaraghavan
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SEC.102 OF THE COMPANIES ACT, 2013

ITEM NO.4

Dr.N.Jegatheesan has been appointed as an Independent Director of the Company in the Board meeting held on 20.05.2024. He is a Doctorate in Commerce and has also done his B.L., with MK University and was also a Practicing Advocate for 6 years in the Bar council at Madurai. He is a Business entrepreneur having more than 35 years of experience in the field. He is also President of – Tamilnadu Chamber of Commerce & Industry - Madurai. He is an exporter of Flower business both in Domestic & International Markets for the last 6 decades and now diversified the activities in manufacturing floral concretes & absolutes and export of medicinal herbs. Apart from his position in Tamilnadu Chamber of Commerce & Industry – Madurai he is representing and a member in several other Chambers connected with industry and business. He has travelled abroad extensively in his business contacts and a well versed person in the industry. He does not hold by himself or for any person on a beneficial basis any shares in the company. In terms of S.149 and any other applicable provisions of the companies Act, 2013, Dr.N.Jegatheesan, being eligible and having been recommended for appointment as an Independent Director for 5 years w.e.f 20th May, 2024, consent of the shareholders is sought for his appointment. In the opinion of the Board Dr.N.Jegatheesan fulfils conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter of appointment of Dr.N.Jegatheesan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the corporate office of the company during normal business hours on any working day excluding Sunday. The Board considers that his association would be of immense benefit to the company and it is desirable to avail the services of Dr.N.Jegatheesan as an Independent Director. Accordingly the Board recommends the resolution pertaining to appointment of Dr.N.Jegatheesan as an Independent Director for the approval of the shareholders of the company.

Memorandum of Interest:

Except Dr.N.Jegatheesan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no 4.

This Explanatory Statement may also be regarded as a disclosure under Regulation 27 of SEBI (LODR) Regulations 2015.

ITEM NO.5

Mr.K.Thirupathi Rajan has been appointed as an Independent Director of the Company in the Board meeting held on 20.05.2024. He has done his MBA in Finance and International Marketing from MK University and MBL (Master of Business Law) from National Law School of India University Bangalore. He is a Business entrepreneur having more than 20 years of experience in the field of consumables and Agrimine products in his Business activities. He is an exporter of Consumables goods and has Business relation in many countries. He has travelled abroad extensively in his business contacts and a well versed person in the industry. He does not hold by himself or for any person on a beneficial basis any shares in the company. In terms of S.149 and any other applicable provisions of the companies Act, 2013, Mr.K.Thirupathi Rajan, being eligible and having been recommended for appointment as an Independent Director for 5 years w.e.f 20th May, 2024, consent of the shareholders is sought for his appointment. In the opinion of the Board Mr.K.Thirupathi Rajan fulfils conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter of appointment of Mr.K.Thirupathi Rajan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the corporate office of the company during normal business hours on any working day excluding Sunday.

The Board considers that his association would be of immense benefit to the company and it is desirable to avail the services of Mr.K.Thirupathi Rajan as an Independent Director. Accordingly the Board recommends the resolution pertaining to appointment of Mr.K.Thirupathi Rajan as an Independent Director for the approval of the shareholders of the company.

Memorandum of Interest:

Except Mr.K.Thirupathi Rajan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no 5.

This Explanatory Statement may also be regarded as a disclosure under Regulation 27 of SEBI (LODR) Regulations 2015.

ITEM NO.6

Mr.Balarama Govinda Das is the Chairman and Managing Director of the Company since inception actively guiding the

board members in all aspects of the Company's activities. He has been instrumental in the Company's growth over the years and the efforts taken by him has turned around the Company as a leading jewellery manufacturer and retailer in the south in Tamilnadu.

During his re-appointment at the 22nd Annual General Meeting held on 04.08.2022 there was no revision of remuneration, he continued to draw the same salary of Rs.6 lakhs per month as was approved at the Annual General Meeting held on 04.08.2022. Hence the Board felt the necessity to revise his remuneration suitably. In order to be commensurate with his responsibilities as the Managing Director of the Company. The Board therefore recommends a revision of Rs.12 lakhs to be paid as remuneration per month effective from 01.04.2024 as per the resolution placed before you. The Board of Directors recommends the resolution for your approval as discussed in the Board meeting held on 20th may 2024.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.Balarama Govinda Das, Mr.Ba.Ramesh, Mr.N.B.Kumar, Smt.Yamuna Vasini Deva Dasi and Shri.B.Rajeshkanna are deemed to be interested in the resolution.

ITEM NO.7

Mr.Ba.Ramesh is the Joint Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental in the development of various activities of the Company and has contributed for the overall growth of the Company.

During his re-appointment at the 22nd Annual General Meeting held on 04.08.2022 there was no revision of remuneration, he continued to draw the same salary of Rs.6 lakhs per month as was approved at the Annual General Meeting held on 04.08.2022. Hence the Board felt the necessity to revise his remuneration suitably. In order to be commensurate with his responsibilities as the Joint Managing Director of the Company. The Board therefore recommends a revision of Rs.12 lakhs to be paid as remuneration per month effective from 01.04.2024 as per the resolution placed before you. The Board of Directors recommends the resolution for your approval as discussed in the Board meeting held on 20th may 2024.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.Ba.Ramesh, Mr.Balarama Govinda Das, Mr.N.B.Kumar, Smt.Yamuna Vasini Deva Dasi and Shri.B.Rajeshkanna are deemed to be interested in the resolution.

ITEM NO.8

Mr.N.B.Kumar is the Joint Managing Director of the Company since inception actively guiding the board members in all aspects of the Company's activities. He has been instrumental in the development of various activities of the Company and has contributed for the overall growth of the Company.

During his re-appointment at the 22nd Annual General Meeting held on 04.08.2022 there was no revision of remuneration, he continued to draw the same salary of Rs.6 lakhs per month as was approved at the Annual General Meeting held on 04.08.2022. Hence the Board felt the necessity to revise his remuneration suitably. In order to be commensurate with his responsibilities as the Joint Managing Director of the Company. The Board therefore recommends a revision of Rs.12 lakhs to be paid as remuneration per month effective from 01.04.2024 as per the resolution placed before you. The Board of Directors recommends the resolution for your approval as discussed in the Board meeting held on 20th may 2024.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr. N.B.Kumar, Mr.Balarama Govinda Das, Mr.Ba.Ramesh, Smt.Yamuna Vasini Deva Dasi and Shri.B.Rajeshkanna are deemed to be interested in the resolution.

ITEM NO .9.

Mr.R.Gokul, General Manager of the Company has been Managing the Portfolio of Information Technology, Inventory control etc., related activities and is involved in the operations of the company as he belongs to the promotes group. He has been associated with the company for the last 10yrs and has held various responsibilities before being appointed as GM. Presently he is drawing a salary of Rs.2.00 Lakhs per month and the Board considered the matter of increasing his Remuneration in line with his responsibilities in its meeting held on 20.05.2024 and has recommended a sum of Rs.2.75 Lakhs to be paid as remuneration per month as per the resolution placed before you. The Board of Directors recommends the resolution for your approval.

Memorandum of Interest:

None of the Directors and key managerial personnel of the Company and their relatives is concerned or interested financial or otherwise except Mr.R.Gokul, Mr.B.Rajesh kanna, Mr.Balarama Govinda Das, Mr.Ba.Ramesh vMr. N.B.Kumar, and Smt.Yamuna Vasini Deva Dasi, are deemed to be interested in the resolution.

ITEM NO.10

Under section 73 and 76 of the Companies Act, 2013 “read with” acceptance of deposits rules, 2014, it has become mandatory to the Company to obtain prior consent of the Shareholders of the Company with regard to acceptance of deposits under the act, every year from 01.04.2014 onwards.

As an eligible Company under the act for acceptance of public deposits from public since we are fulfilling the criteria of net worth of Rs.100 crores or more and turnover of Rs.500 crores or more as prescribed for the eligible public Companies under the act., the Company proposes to invite deposits from the public as per eligibility set out in the said resolution.

Accordingly the said resolution duly recommended by the Board is placed before the Annual General Meeting for your approval.

Memorandum of Interest:

None of the Directors, Key Managerial Personnel and their relatives are deemed to be interested financial or otherwise in this resolution.

By Order of the Board of Directors
For **Thangamayil Jewellery Limited**

Place: Madurai

CS.V.Vijayaraghavan

Date: 20th May, 2024

Company Secretary