

May 27, 2022

The Secretary
BSE Ltd.
P J Towers, Rotunda Bldg.,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 500414

Dear Sir,

SUB: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2022

With Reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022, issued by M/s N.K.J & Associates, Practicing Company Secretaries.

This is for your information and record. Kindly acknowledge receipt.

Thanking you,
For Timex Group India Limited



Dhiraj Kumar Maggo
Vice President – Legal, HR and Company Secretary

Encl: As Above

Secretarial Compliance Report of Timex Group India Limited for the year ended 31st March 2022

I, Neelesh Kumar Jain, Practicing Company Secretaries, have examined:

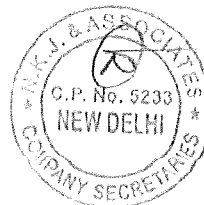
- (a) All the documents and records made available to us and explanation provided by Timex Group India Limited ("the listed entity")
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity
- (d) Any other documents/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employees Benefits) Regulation, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (j) Securities and Exchange Board of India (Depository and Participants) Regulations 2018
- (k) Para 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019.



and circulars/ guideline issued thereunder;

and based on the above examination, I 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, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observation/ Remarks of the Practicing Company Secretary
Not Applicable			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
-	-	Not Applicable	-	-

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2021	Actions taken by the listed entities, if any	Comments of the Practicing Company Secretaries on the action taken by the listed entity
1	As per SEBI (LODR) Regulations 2015, the Company is required to have at least 6 Directors in its Board. Accordingly, the Company was having the prescribed composition of the Board. However, one non-executive Director of the Company had resigned from the	The requirement of minimum Directorship has been fulfilled by the Company on 26 th March 2021. The Company has paid the fine, under protest, with a request to the BSE for waiver and refund of the fine.	The Company has paid the fine, under protest, with a request to the BSE for waiver and refund of the fine. Further the BSE has	The requirement of minimum Directorship has been fulfilled by the Company on 26 th March 2021. And the fine imposed by BSE is waived off by them.



<p>Board on November 25, 2020 reducing Board's strength to 5 Directors. The company filled this vacancy on 26th March 2021 by appointment of a new Director, with a time gap of 3 month 29 days. BSE Limited has imposed a fine on the Company for a period of 29 days for delay in filling this vacancy. The Company has paid the fine, under protest, with a request to the BSE for waiver and refund of the fine.</p>		<p>accepted the request of the Company and waived off the fine. And the fine submitted is adjusted against the listing fees of the Company</p>	
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Place: New Delhi
Date: 26 May 2022

Signature:



[Handwritten Signature]

Neelesh Kumar Jain

FCS No.:5593

C P No.:5233

UDIN:F005593D000356781

PR No. 688/2020

CERTIFIED TRUE COPY
TIMEX GROUP INDIA LIMITED

[Handwritten Signature]
Company Secretary