



**THANGAMAYIL**  
JEWELLERY LIMITED

**TMJL | CS | ASC | Dt | 12.05.2023**

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400001 <b>SCRIP CODE: 533158</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra East Mumbai - 400051 <b>SYMBOLS: THANGAMAYL</b>
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Dear Sir,

**Sub:** – Submission of Annual Secretarial Compliance U/R. R.24 (A) of SEBI (LODR) Regulations, 2015 – For Financial Year ended 31<sup>st</sup> March 2023.

Please Find attached above document and take the same on your records

Thanking You,

Yours Faithfully,  
**For Thangamayil Jewellery Limited,**

**(V. Vijayaraghavan)**  
**Company Secretary**

**SECRETARIAL COMPLIANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the Purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
**M/s THANGA MAYIL JEWELLERY LIMITED,**  
124, Nethaji Road,  
Madurai - 625 001

**CIN of Company : L36911TN2000PLC044514**  
**Authorised Capital : 20,00,00,000/-**  
**Paid up Capital : 13,71,96,000/- ( 13,71,95,820/-)**

I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/guidelines issued thereunder for the Financial Year ended 31<sup>st</sup> March 2023 for M/s **Thanga Mayil Jewellery Limited**. The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

**I have examined:**

- (a) all the documents and records made available to me and explanation provided by **M/s Thanga Mayil Jewellery Limited**, 124, Nethaji Road, Madurai - 625 001.
- (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<sup>st</sup> March 2023 in respect of compliance with the provisions of**

- (i) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");



# **S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

**COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

- (iii) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the circulars/guidelines issued there under, have been examined :-
- (a) The Provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Provisions of 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 Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said regulations;
  - (d) The Provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; were not applicable during the review period;
  - (e) The Provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (f) The Provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) The Provisions of Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 were not applicable during the review period;
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
  - (i) The Provisions of Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993;
  - (j) The Provisions of Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 were not applicable during the review period;
  - (k) The Provisions of Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;



(l) The Provisions of Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

(m) And any other regulations as applicable. And circulars/guidelines issued there under.

Based on my examination and verification of the Documents and records produced to me and according to the information and explanations given to me by the company, I hereby report that :-

Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
1	<b><u>Secretarial Standard</u></b>  The compliances of listed Company are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	
2	<b>Adoption and timely updation of the Policies:</b>  (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company  (b) 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  Yes	
3	<b>Maintenance and disclosures on Website:</b>  (a) The Company is maintaining a functional website (b) Timely dissemination of the documents/information under a separate section on the website (c) 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  Yes  Yes	



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Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
4	<b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	<b>To examine details related to Subsidiaries of listed entities:</b>  (a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA  NA	
6	<b>Preservation of Documents:</b>  The Company 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	<b>Performance Evaluation:</b>  The Company 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	<b>Related Party Transactions:</b>  (a) The Company 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  NA	



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Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
9	<b>Disclosure of events or information:</b>  The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	
10	<b>Prohibition of Insider Trading:</b>  The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under	NA	
12	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	



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(a) The Company 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
	Not Applicable		NA	NA	Advisory/Clarification/ Fine /Show Cause Notice/ Warning, etc	NA	NA	NIL	NA	NIL



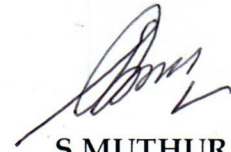
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(b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	Not Applicable	NA	NA	NA	Advisory/Clarification/Fine/Show Cause Notice/Warning, etc	NA	NA	NIL	NA	NIL



S.MUTHURAJU

(Practicing Company Secretary)

Proprietor

ACS: 8825; CP: 4181

UDIN: A008825E000286927

S. MUTHURAJU, B.Sc., F.C.A., ACS.,

Company Secretary in Practice

C.P. No: 4181

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Madurai-625 001

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Email: smrajunaidu@gmail.com

Place: Madurai

Date: 11.05.2023