

Hare Krishna



THANGAMAYIL JEWELLERY LIMITED®



24<sup>th</sup> ANNUAL REPORT



**2023 - 24**



## CONTENTS

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Chairman's Letter	12
Directors' Report	20
Secretarial Audit Report	42
Management Discussion & Analysis	45
Business Responsibility and Sustainability	52
Report on Corporate Governance	89
Independent Auditors Report	111
Financial Statement	120
Notice to the Shareholders	158

24<sup>th</sup> Annual General Meeting

Date : 25<sup>th</sup> July 2024

Time: 11.30 am

Tamilnadu Chamber of Commerce & Industry

No:178-B Kamarajar Salai, Madurai -625009 .



## BOARD OF DIRECTORS



<p><b>N.B.Kumar</b> Joint Managing Director</p>	<p><b>Balarama Govinda Das</b> Chairman and Managing Director</p>	<p><b>Ba.Ramesh</b> Joint Managing Director</p>
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## INDEPENDENT DIRECTORS



S.Rethinavelu	Lalji Vora	V.R.Muthu	S.M.Chandrasekaran	Jeevagan Rajakumari
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<p><b>Yamuna Vasini Deva Dasi</b> Non Executive Director</p>	<p><b>CS.V.Vijayaraghavan</b> Company Secretary</p>	<p><b>B.Rajeshkanna</b> Chief Financial Officer</p>
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### REGISTRAR AND TRANSFER AGENT

LINKIN TIME INDIA PVT LTD  
Surya 35, Mayflower Avenue, Behind Senthil Nagar,  
Sowripalayam , Coimbatore-641 028.

### AUDITORS

**B.Thiagarajan & Co**  
Chartered Accountants  
Chennai.

### SECRETARIAL AUDITOR

S. Muthuraju, B.Sc., FCA., ACS.,  
Madurai - 625 001.

### BANKERS

HDFC Bank Limited	Yes Bank Limited
Axis Bank Limited	IDBI Bank Limited
Federal Bank Limited	Kotak Mahindra Bank Limited
ICICI Bank Limited	

### REGISTERED OFFICE

No.124, Nethaji Road  
Madurai - 625 001.

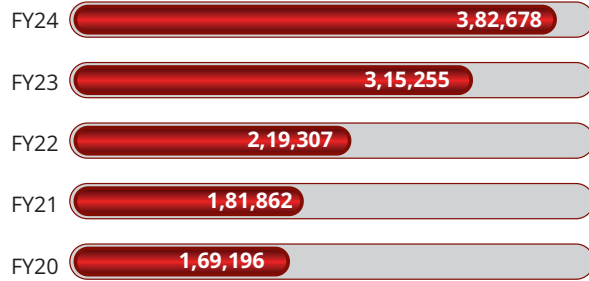
### CORPORATE OFFICE

No.25/6, Palami Centre,  
New Natham Main Road,  
Madurai - 625 014.  
CIN - L36911TN2000PLC044514

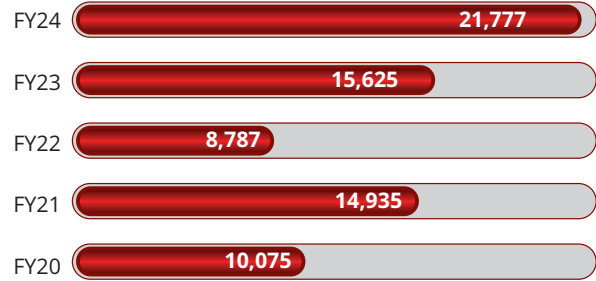
## 5 YEAR'S PERFORMANCE HIGHLIGHTS

### FINANCIAL RATIOS

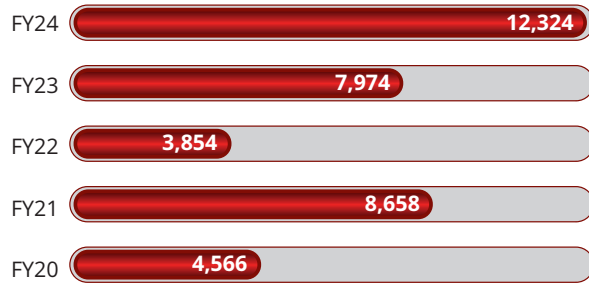
#### Revenue - ₹ in Lakhs



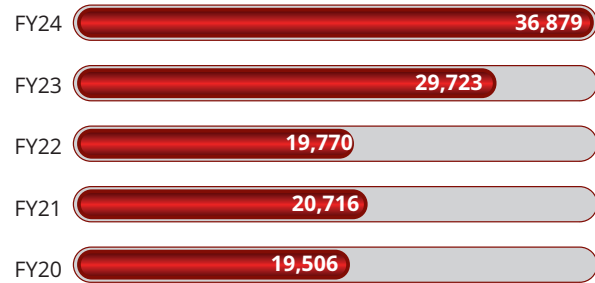
#### EBITDA - ₹ in Lakhs



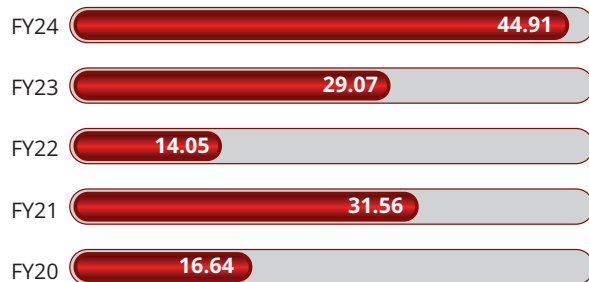
#### PAT - ₹ in Lakhs



#### Gross Profit Growth - ₹ in Lakhs

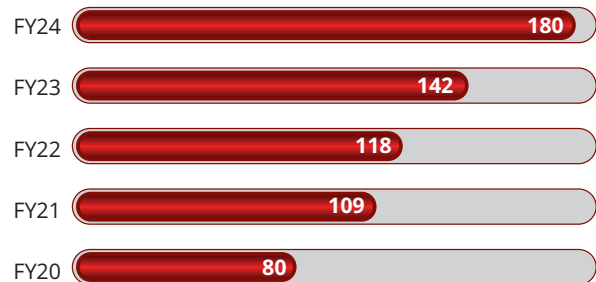


#### EPS (in Rs.) - on enhanced capital of 2,74,39,164 shares



Adjusted for 1 : 1 Bonus

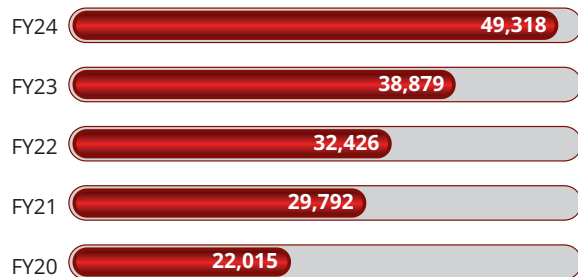
#### Book Value per Share (in Rs.) - on enhanced capital of 2,74,39,164 shares



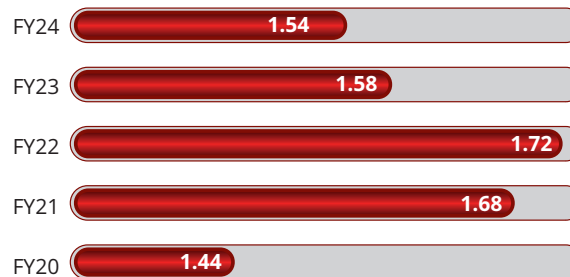
Adjusted for 1 : 1 Bonus

## FINANCIAL RATIOS

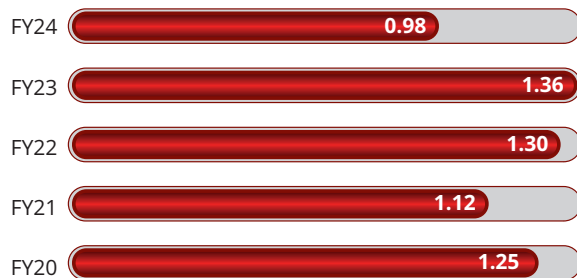
### Networth - ₹ in Lakhs



### Current Ratio (in times)

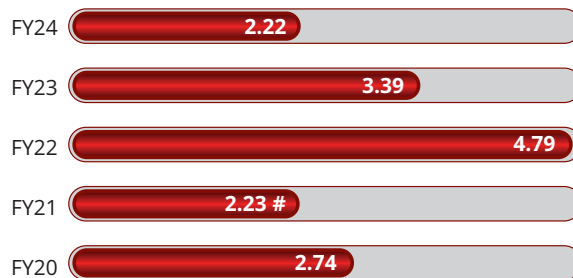


### \*\*Debt Equity Ratio (In times)



\*\* Excluding Customer Advance

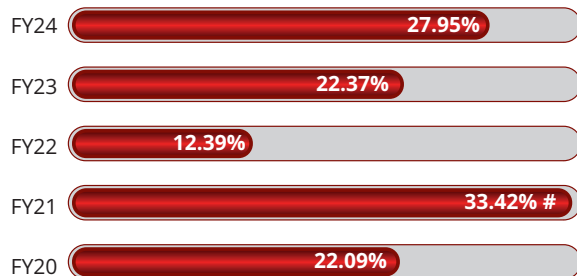
### Net Debt / EBITDA (in times)



#Covid year inventory gains

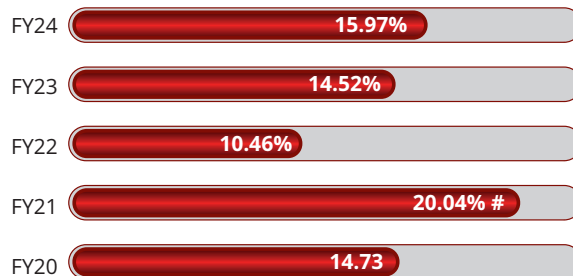
## EFFICIENCY RATIOS

### ROE (in%)

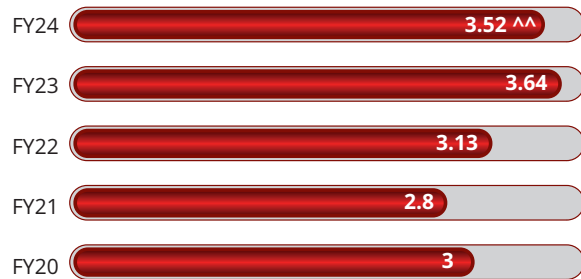


# Covid year inventory gains

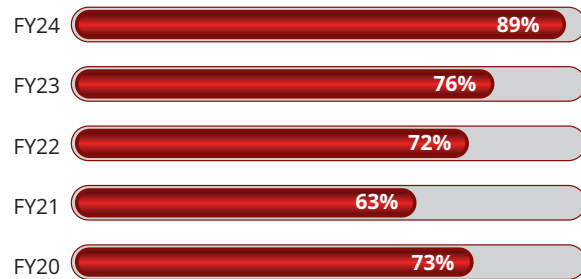
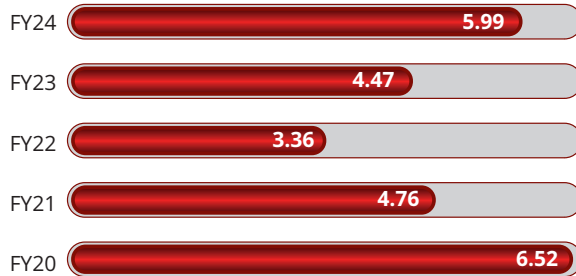
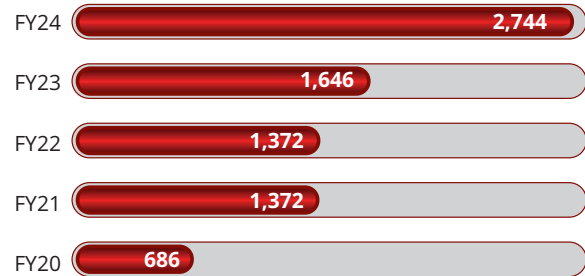
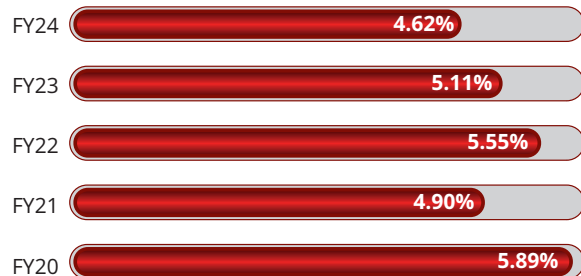
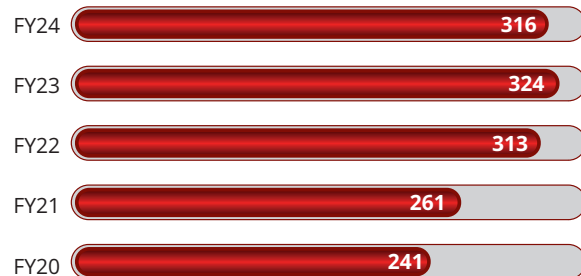
### ROCE (in%)



# Covid year inventory gains

**EFFICIENCY RATIOS**
**Stock Turnover Ratio (in Times)**


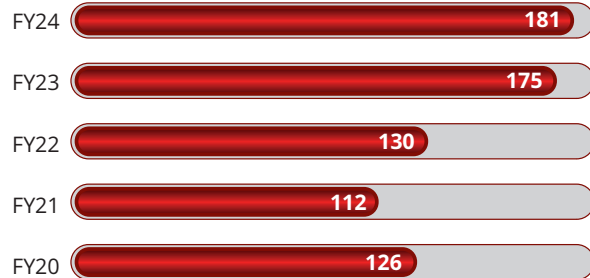
^^ Marginal reduction is due to last month inventory built-up for upcoming new retail outlets

**Hedging (in %)**

**Interest Coverage Ratio (in times)**

**Dividend Declared (Rs. In lakhs)**

**Expenses as a % of total sale**

**Cost per gram for Retail Gold Sold (in Rs.)**


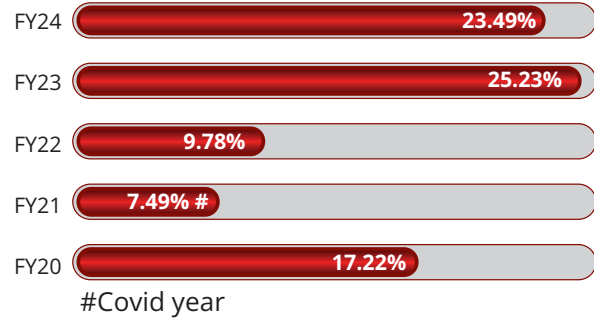


### EFFICIENCY RATIOS

#### Per Employee Sale - ₹ in Lakhs

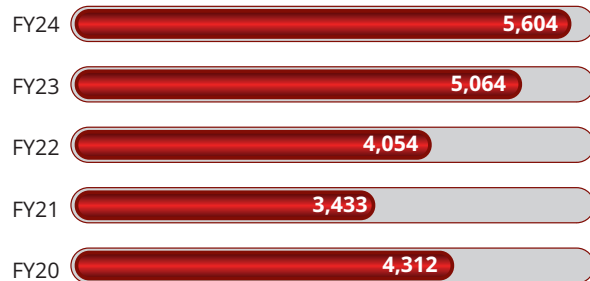


#### Same Store Sales (SSS) (in %)

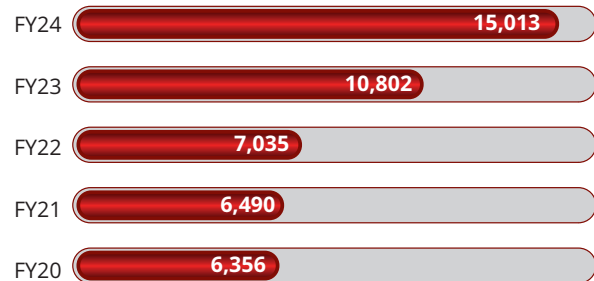


### PRODUCTIVITY RATIOS

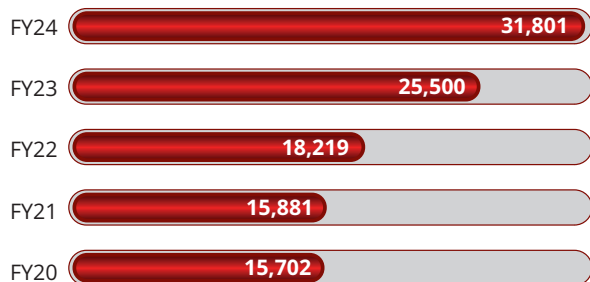
#### Gold Volume Sales ( in KG's)



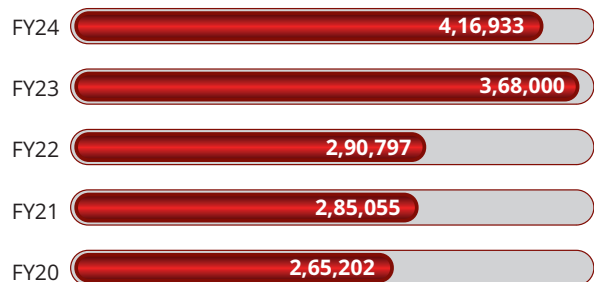
#### Diamond Volume Sales ( in Carats) Including Corporate Sales

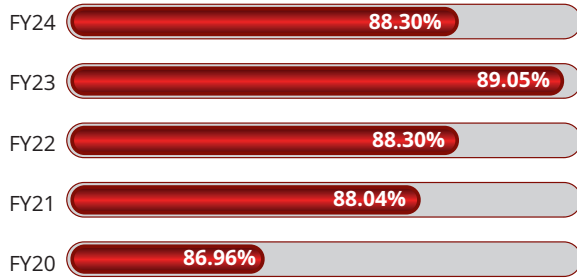
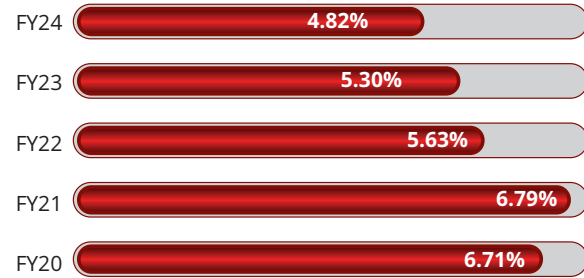
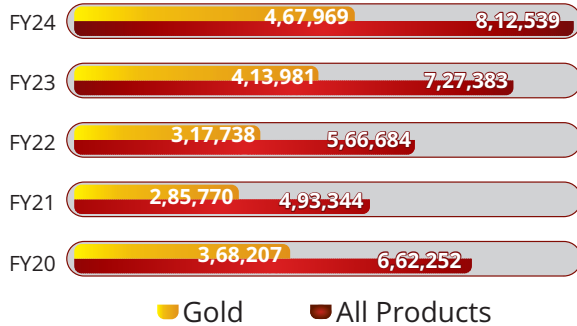
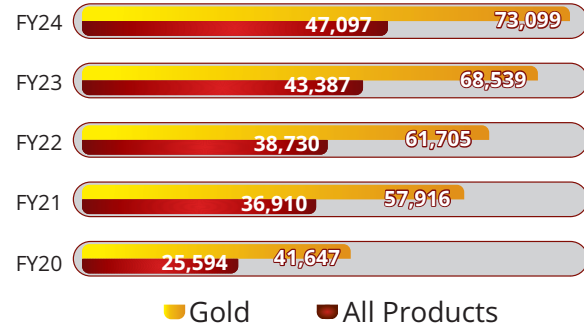


#### Non Gold Sales Composition - ₹ in Lakhs



#### Revenue (in Rs.) Per Sq.ft on Retail Sales



**PRODUCTIVITY RATIOS**
**Liquid Asset Ratio (in %)**

**Cost of borrowing (in %)**

**Annual Invoices Made (in No's)**

**Average Ticket size (in Rs.)**


■ Gold    
 ■ All Products

■ Gold    
 ■ All Products

## Five years review of Financials

₹ in lakhs

Sl.No	Year ended 31st March	2023-24	2022-23	2021-22	2020-21	2019-20
1	Revenue	3,82,678	3,15,255	2,19,307	1,81,862	1,69,196
2	Other income	541	335	168	232	303
3	Cost of materials	3,45,799	2,85,532	1,99,537	1,61,145	1,49,690
4	Employee benefits expenses	6,818	5,842	4,513	3,328	4,224
5	Other Expenses	8,825	8,591	6,638	2,686	5,509
6	Interest and financial expenses	3,633	3,492	2,618	2,291	2,115
7	Depreciation	1,636	1,339	965	947	1,019
8	Tax expenses	4,183	2,820	1,348	3,039	2,376
<b>9</b>	<b>Profit/(Loss) after Tax</b>	<b>12,324</b>	<b>7,974</b>	<b>3,854</b>	<b>8,658</b>	<b>4,566</b>
10	Other comprehensive income (Net)	36	(13)	15	(59)	(37)
11	Total comprehensive income for the year	12,360	7,961	3,870	8,600	4,529
12	Non-Current Assets - Net Block	15,589	12,173	9,126	8,107	8,274
13	Deferred Tax Assets	250	238	111	85	39
14	Long Term Loans and Advances	1,508	1,258	1,352	1,073	1,011
15	Current Assets	1,30,764	1,10,987	79,921	68,227	62,206
<b>16</b>	<b>TOTAL ASSETS</b>	<b>1,48,111</b>	<b>1,24,656</b>	<b>90,510</b>	<b>77,493</b>	<b>71,530</b>
17	Share Capital	2,744	1,372	1,372	1,372	1,372
18	Other Equity	46,574	37,507	31,054	28,420	20,643
19	Long Term Borrowings	13,779	15,310	11,559	7,015	6,368
20	Deferred Tax Liability	-	-	-	-	-
21	Current Liabilities	85,014	70,467	46,525	40,686	43,147
<b>22</b>	<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>1,48,111</b>	<b>1,24,656</b>	<b>90,510</b>	<b>77,493</b>	<b>71,530</b>

## Five years review of Financials

Year ended	2023-24	2022-23	2021-22	2020-21	2019-20
Total Revenue from operations (including other income) (₹ in lakhs)	3,83,218	3,15,590	2,19,475	1,82,094	1,69,499
EBITDA Profits (₹ in lakhs)	21,777	15,625	8,786	14,935	10,075
Profit before tax (₹ in lakhs)	16,508	10,794	5,203	11,697	6,942
Total comprehensive Income after tax (₹ in lakhs)	12,360	7,961	3,870	8,600	4,529
Net worth Adjusted (₹ in lakhs)	49,318	38,879	32,426	29,792	22,015
Equity Capital (₹ in lakhs)	2,744	1,372	1,372	1,372	1,372
Book value per share (₹) **	180	142	118	109	80
Dividend Paid (₹ in lakhs) (including DDT-As applicable)	1,921	1,509	1,235	823	1,654
Total outside Liabilities Adjusted (₹ in lakhs)	48,814	52,955	42,394	33,314	27,603
No of Branches in Lease Property	50	47	45	42	42
No of branches in Own Property	8	7	6	5	5

\*\* restated on account of bonus issue of shares

## Source & Utilisation of Funds

Year ended 31st March	2023-24	2022-23	2021-22	2020-21	2019-20
<b>Source of Funds</b>					
1. Funds Generated from operation					
(a) Profit after Taxes (net profit before tax minus tax outflow)	12,320	8,101	3,457	8,950	5,204
(b) Depreciation	1,636	1,339	965	947	1,019
(c) Other Income and Adjustments	102	123	(3)	1	10
<b>Total</b>	<b>14,058</b>	<b>9,563</b>	<b>4,419</b>	<b>9,898</b>	<b>6,233</b>
2. Net Increase in Borrowings	-	13,385	13,594	-	6,592
3. Net Decrease in Working Capital #	14,557	-	-	-	-
<b>Total</b>	<b>28,615</b>	<b>22,948</b>	<b>18,013</b>	<b>9,898</b>	<b>12,825</b>
<b>Utilisation of Funds</b>					
4. Capital Expenditure	3,711	3,143	1,598	583	859
5. Dividends pay out including DDT	1,921	1,509	1,235	823	1,654
6. Net Increase in Working Capital #	-	18,296	15,180	5,518	10,312
7. Net Decrease in Borrowings	22,983	-	-	2,974	-
<b>Total</b>	<b>28,615</b>	<b>22,948</b>	<b>18,013</b>	<b>9,898</b>	<b>12,825</b>

# Inventories, Trade Receivable and Short Term Loans and Advance and other Current Assets less Trade payables and Provisions

## Financial Ratios

S.No	Financial Ratios	2023-24	2022-23	2021-22	2020-21	2019-20
1	Operating Profit Margin	9.64	9.43	9.01	11.39	11.53
2	EBITDA / Revenue (in %)	5.69	4.96	4.01	8.21	5.95
3	PBT/ Revenue ( in %)	4.31	3.42	2.37	6.43	4.10
4	Return on Avg Capital Employed	15.97	14.52	10.46	20.04	14.73
5	Average Return on Equity	27.95	22.37	12.39	33.42	22.09
6	Net Debt to Equity	0.98	1.36	1.30	1.12	1.25
7	Current Ratio	1.54	1.58	1.72	1.68	1.44
8	Net Worth Per Share**	180	142	118	109	80
9	Earnings Per Share**	44.91	29.06	14.05	31.55	16.64
10	P/E Ratio (based 31st March quote)	28.68	17.29	38.80	9.27	7.12

\*\* after considering bonus issue of shares

1	Operating Profit Margin	Gross profit / Revenue
2	EBITDA / Revenue	Earnings Before Interest ,Depreciation, Tax and Amortisation/ Revenue
	EBITDA	PAT + Taxes +Depreciation+ Interest and Finance Charges
	Revenue	Total Sales
3	PBT/ Revenue	Profit Before Tax / Revenue
4	Return on Average Capital Employed	EBITDA/ Average Capital Employed
	Capital Employed	Total Funds Employed - Non Current Assets( Misc. Expenses not written off)
5	Return on Equity	PAT/ Average Equity
	Equity	Equity Share Capital + Reserve and Surplus - Miscellaneous Expenses not written off
6	Net Debt to Equity	Net Debt/ Equity
	Net Debt	Secured Loan+Unsecured Loan- Cash & Bank Balance - Customer Advances
7	Current Ratio	Current Assets/ Current Liabilities
8	Net Worth per share	Net Worth/ Number of Equity Shares
9	Earning Per Share	Profit attributable to Ordinary Shareholders/ number of ordinary shares.
10	P/E Ratio	Market Price/Earnings per share (Basic)

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## MESSAGE FROM THE CHAIRMAN

BALARAMA GOVINDA DAS

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Dear Shareholders,

I am indeed pleased to place before you financial results for the year ended 31st March 2024. The year witnessed progressive gold price increase that started with ₹5,560/- per gram (916) and ended with ₹6,275/- per gram.

We could do a yet another record turnover of ₹3,82,678 lakhs with an all-time high EBITDA profit of well over ₹21,777 lakhs. Apart from the price increase impact on gross realisation positively we could see a retail volume growth in gold jewellery by 11%. In fact, a record 5604 kgs were sold in this year. The existing same store sales (SSS) increased by 23.49% in value that contributed significantly to overall retail reported turnover with 28% increase in value terms.

The profit after tax (PAT) was at ₹12,324 lakhs as against ₹7,974 lakhs in the previous year. The increase is apart from better realisation contributed by cost optimisation and synergy maximisation in all aspects of business.

Ultimately with a lot of price fluctuations in between periods witnessed, the overall performance was highly satisfactory. Almost all records were broken in the areas of Turnover, EBITDA and PAT in the history of the company since inception. What is heartening to note that this performance was achieved in the background of acute competition and on uncertainties prevailed in the eco system.

I am happy to report that your company in spite of constraints could make so many "Firsts" in achievement apart from as we mentioned in "Key operating Parameters" even on retail outlets, customer base, ticket size, floor space yield, improved yield on sales on marketing efforts improved productivity of capital, elevated margin of safety for operating profits, etc.

It is heartening to note in spite of 8% gold price increase in the first 48 days of the current year ( FY 25 ), I don't see any perceptible drop in sales. Even the disturbances caused by General Election 2024 processes, had not affected the normal operations, that is contrary to earlier experiences.

Of late, the jewellery industry is facing a lot of litigation caused by tax activation particularly in Income tax assessment proceedings. The company felt that the tax administration should be trained to note the customary practices of a specific trade to assess the corporates in order to avoid financial hardships unwittingly made due to misunderstanding or lack of knowledge of a specific industry profile, particularly of our own gold jewellery business. This change in attitude for fair assessment will go a long way in creating a positive tax environment without unnecessarily engaging the resources of the company on extended litigation processes.

Going forward, in 2024-25, I wish to state that the year had begun well. I hope that the first quarter operatively could be promising as per the current indications for multiple reasons namely better realisation on gold price increase, additions of new outlets made in 23-24 and “Akshaya Thrithiyai” event and improved number of wedding events. This year Akshaya Thrithiyai resulted in retail sale of ₹15,728 lakhs as against ₹10,848 lakhs in previous year resulting in an increase by 45%. This augurs well for the company particularly in the background of escalation in gold price witnessed so far in this year.

In this background, your company is well placed to repeat or even better performance in 2024-25 for the following reasons: -

- a) Elevated gold price will act as a catalyst both for savings and also as a safe heaven bet in an inflated economy to our customers.
- b) The reasonable improvement in SSS performance coupled with fuller contribution from the recently opened retail outlets will ensure more than normal GDP growth in turnover.
- c) Likely contribution from our geographical expansion upto 8 additional outlets and one major “flagship” outlet in Chennai, may also contribute to the growth in turnover and profits, in parts of the year.
- d) Sizeable cost-effective customer advances portfolio will ensure incremental revenue at the time of redemption.
- e) Improved volume offtake in higher gross profit product –mix items will ensure a better bottom-line performance.
- f) A quantum jump in customers tally in 23-24 and consequent improvement in visibility in “Brand Recall” will support the sales momentum continuity.
- g) Polarisation aspect of business will result in better overall performance on the shift in business moved from unorganized to organized.

At the same time, your company should find a lasting solution to challenges faced by the retail trade:

- a) Persistent elevated gold price prevalence that may affect the demand at some point in time as we cater to the limited income customers in the lower end of the pyramid.
- b) Extra ordinary shift is taking place among younger population for other discretionary spending.
- c) Continued unhealthy competition prevailing both in unorganised and organised players.
- d) Tax activation causing unwanted litigation expenses and uncertainties; unless speedy remedies are in place,

some of the tax demands to be funded materially affecting the liquidity of business though it is fully unwarranted.

In this context, your management has taken the following pro-active steps to mitigate the adverse impact.

- 1) Concentrate on better yielding product-mix composition.
- 2) Improved capital productivity by ensuring better inventory rotation.
- 3) Maintaining the competitive price advantage to retain & improve the customer base.
- 4) Use our retail outlets & visibility to market other branded jewellery products.
- 5) Use the technology to improve the quality of merchandise for improved results.
- 6) Increase the geographical expansion in an orderly manner but maintaining the margin of safety criterion.
- 7) Continue to optimize cost parameters as in the past to gain sustainable profits requirements.

Our financial position continues to be good. Our overall cost of funding is also under control. We strictly adhere to capital allocation policy approved by your Board. To avoid extreme gold price fluctuations adverse impact on operations, we continue to hedge our inventory judiciously. Currently, our hedging of gold inventory is at 89%. The company is mostly protected from any adverse price impact of gold so that the core financial stability is sustained in any eventualities. We have ₹ 25,100 lakhs surplus liquidity in the system inclusive of undrawn eligible bank working capital facilities.

As regards geographical expansion plan, we continue to mine the opportunities available within the state of Tamilnadu for some more years in order to get the tag of dominant “regional players” status. Your Board has given approval to open new branches on mid & small size upto 8 outlets and one “flagship” outlet in Chennai for the year 2024-25.

The initial capital outlay including working capital requirements in case all the 9 outlets to be opened in the current year in a phased manner, we may require up to ₹40,000 lakhs incrementally to be met by

- a) Undrawn eligible working capital borrowings up to ₹17,500 lakhs
- b) Incremental customer advances up to ₹12,500 lakhs and
- c) Infusion of ₹10,000 lakhs from system generated cash profits, as per capital allocation plan aggregating to ₹40,000 lakhs as sources to meet the said expansion plan.

You are aware that the company paid an interim dividend of ₹ 4/- on the expanded capital resulted on account of 1:1 bonus issued last year to shareholders of the company in 2023-24 on a face value of Rs.10/- per share. Your Board after considering the funding requirements for 2024-25 both for capex and enlarged working capital requirements due to gold price increase by 12%, has recommended a final dividend of ₹ 6/- per share of face value of Rs.10/- aggregating to Rs.10/- per share as total distribution of dividend for the financial year 2023-24 on the doubled equity capital. This is in line with the dividend distribution policy of the company and in accordance with the allocation of capital philosophy of the company.

We have completed 14 financial years after IPO listed in Jan 2010. I am extremely happy to share that the shareholders "market cap" as at 31/03/2024 multi fold increased from ₹10,300 lakhs to ₹353,400 lakhs . A continuing shareholder who invested in your company at the time of public issue for 100 shares at a cost of ₹7,500/- is now bestowed with both direct dividends distributed and on the current market price basis a sum of ₹266,750/- It translates into 30% CAGR on his initial fund outlay.

Before I conclude, I would like to place on record, my heartfelt gratitude to all our employees. Thanks to our bankers under multiple banking system and to all our beloved shareholders, who have extended "support and trust" to the management at all points of time.

Looking forward for yet another rewarding & fruitful year 2024-25.

With warm regards,  
For **Thangamayil Jewellery Limited**,

Place: Madurai  
Date : May 20,2024

**BALARAMA GOVINDA DAS**  
Chairman Cum Managing Director



# GOING FORWARD

- ✎ To be a dominant player in the tier 2, 3 & 4 towns in the state of Tamilnadu.
- ✎ Expand the Gross Profit margin by improving the share of value-added products in the portfolio.
- ✎ A definitive shift from Retail jewellery status to a formidable technology driven grand retailer in operations.
- ✎ Business model is changed to that of service optimization to customers instead of selling jewellery as any other retail entity. Aligning to cost effective strategy to sustain and improve operations in a competitive environment.
- ✎ Planned to reach 100 retail outlets in the state of Tamilnadu within next 3 years with a view to explore the 'brand equity' built-in. in the last two decades.
- ✎ Improve significantly the customer base twice as that of 31st March 2024 in the next 3 years thereby paving ways for virtual platforms to augment top & bottom-line growth.
- ✎ Adhere to the goal set to grow geographically as a regional player with 'asset less' model in focus.
- ✎ Success of the business model is tuned in favour of measurable efficiency and productivity matrix instead of relying on normally followed cost plus model in pricing the products.
- ✎ The underlying governing principle of fair compensation to all stake holders of the company inclusive of customers, employees & shareholders.



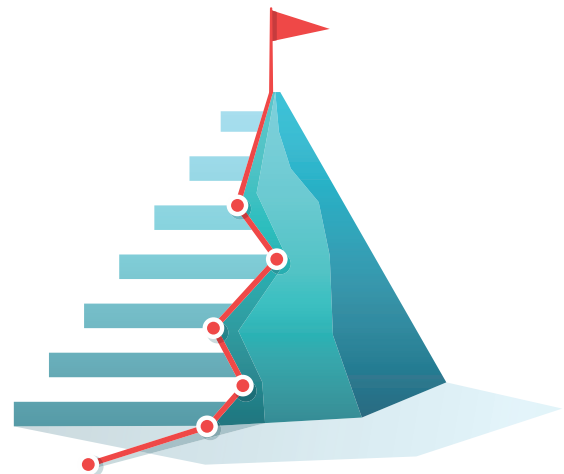
## WHAT WE ACHIEVED IN FY 2023-24 AS AGAINST PLANNED FOR



- Value of non-gold items having better margin on sales improved from ₹25,500 lakhs to ₹31,800 lakhs registering an increase of 25%.
- Sustained the stock turnaround at 3.52 times in retail business for gold ornaments.
- SSS sales improved by 23%.
- Cost optimization done. On a retail revenue growth of 28% the cost managed to improve only by 10%
- Improved volume growth in almost all products particularly gold jewellery volume improved from 5064 kgs to 5604 kgs.
- Customer base improved to 32.50 lakhs as against 29.10 lakhs in previous year. Therefore, on all areas of targets fixed we have done fairly well in FY 23-24.

## WHAT WE PLAN FOR FY 2024-25

- To open flagship Chennai outlet by Jan 2025.
- To complete geographical expansion in additional 9 outlets as approved by the Board.
- Further improve the high value product-mix composition by 2% to 10% on overall sales
- Improve the stock turnaround from 3.52 times to 3.75 times.
- Improve the gross profit margin from 9.64% to 10% on price rationalisation.
- Improved adoption of technology in servicing the customers and inventory management.
- Sizeable improvement in customer base at-least by 10% over and above, the current level of 32.50 lakhs.
- SSS improvement at least by 10% over and above current level.
- All the resources under the command of the management will be put to work in order to achieve what is planned to the extent feasible.



## SHAREHOLDERS RETURN ON INITIAL INVESTMENT BY WAY OF DIVIDENDS AND MARKET CAP

Initial investment for 100 shares at ₹ 75/- per share	₹ 7,500
Aggregate dividend payout on 100 shares for the past 14 years (₹ 91.50) Since IPO made in Jan 2010	₹ 9,150
1:1 bonus share issued in 23-24	100 shares
Market value based on 31/03/2024 (market price for 200 shares = 100+100)	₹ 2,57,600
Net gains based on market price	₹ 2,66,750
Initial investment	₹ 7,500
<b>CAGR as a % (For an extended period of 14 years from IPO)</b>	<b>30%</b>

## CERTAIN KEY OPERATING PERFORMANCE INDICATORS

Certain Key Operating Performance Indicators	2023-24	2022-23	Increase / Decrease
Same Store Sales	23.49%	25.23%	(7%)
New Outlet contribution to sales	4.81%	13.81%	(65%)
Gross profit in value	₹36,879 lakhs	₹29,723 lakhs	24%
Per Sq.Ft sales	₹4.17lakhs	₹4.00 lakhs	4%
Per employee sales	₹181 lakhs	₹175 lakhs	3%
Non-gold products sales in value	₹31,800 lakhs	₹25,500 lakhs	25%
Expenses as a% on sales	4.64%	5.11%	9%
Net worth	₹49,318 lakhs	₹38,878 lakhs	27%
Book value per share (Face value of Rs.10)	₹180	₹142	27%
Stock turnover times	3.52	3.64	(3%)
Return on Equity	27.95%	22.37%	25%
Composition of liquid assets in the Balance sheet	88.30%	89.05%	(1%)
Hedging of gold inventory	88.64%	76.41%	17%
Average cost of funds	4.82%	5.30%	9%
Interest cover in times	5.99	4.47	34%

# SCOT ANALYSIS

S



## STRENGTHS

Dominant regional player status  
 Sound financial position for growth.  
 Highest level of margin of safety in operations  
 Expanding customer loyalty for the brand  
 Cost effective business strategy in play.



C

## CHALLENGES

Competitive intensity  
 To operate in an uncertain eco system particularly related to gold price movement  
 Visible structural shift taking place in the consumption pattern among youngsters for other discretionary items.  
 High level of Government regulations and regressive tax administration  
 Highly sensitive to pricing parameters

O



## OPPORTUNITIES

Effect of polarization started to materialize.  
 Technology support for rewarding results.  
 Large size market enables scope for improved penetration. Better ROE on the scope of incremental investment in the business  
 Benefits of scale of operations visible



T

## THREATS

Unhealthy competition in the trade  
 High level of attrition among specialized staff  
 Highly working capital-intensive business model  
 Declining margin is a cause of concern that dislocates franchise model of business.  
 Constraints noticed in the compliance requirements by the industry in all fronts

## TMJL ELEVATING THE BUSINESS MODEL FROM JEWELLERY TO TECHNOLOGY SUPPORTED RETAIL OUTLETS

- To improve customer base, a new “savings app” is developed in the name of “DIGI GOLD” that benefits the customers and the company in a significant manner.
- Complete end to end sophisticated system and process driven with least manual intervention adopted in the ERP system
- Adoption of an Israel software successfully that ensures better stock rotation in a thinly available profit margin traders to improve ROCE and ROE
- Design oriented merchandise items with the help of Data Analytic tools.
- In-house developed HRD software to assess the efficiency and productivity aspect of staff contribution without any personalized bias in evaluation.
- Self-generating re-ordering level for inventory linked to vendors platform that works exceptionally well in controlling non-moving inventory accumulation.
- Excellent cash management system so that no resources are untapped for improved earnings.
- Highly efficient CRM implementation in all retail outlets
- System is developed to measure benefits in intangible spends like advertisement and publicity.
- Improved initiation in “E-Commerce” platform and “Virtual retailing” aspects
- Perfect gold hedging mechanisms is in place.
- Fully integrated operative system that ensures from procurement to after sales services.
- The underlying governing principle of fair compensation to all stake holders of the company inclusive of customers, employees & shareholders.



THANGAMAYIL  
**DIGI GOLD**  
EASY | FLEXIBLE | CONVENIENT

Mobile App

Start **FRESH,**  
**BEGIN** Your **SAVINGS**  
with **DIGIGOLD**

Start With Just ₹ **100**

Take the first step towards a golden future today!

EASY | FLEXIBLE | CONVENIENT

Download Now and Start Saving From Today

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SCAN TO KNOW MORE

## DIRECTORS' REPORT

To the Members of Thangamayil Jewellery Limited

The Directors are pleased to present the 24th Annual Report and the Audited Statement of Accounts for the year ended 31st March 2024:

### 1) FINANCIAL RESULTS

₹in Lakhs

Particulars	2023-24	2022-23
Sales	3,82,678	3,15,255
Gross Profit	36,879	29,723
Earnings before Interest, Depreciation and Taxation (EBITDA)	21,777	15,625
Finance Cost	3,633	3,492
Depreciation	1,636	1,339
Profit Before Tax (PBT)	16,508	10,794
Tax	4,184	2,820
<b>Profit After Tax (PAT)</b>	<b>12,324</b>	<b>7,974</b>
Other comprehensive income (net)	36	(13)
<b>Total comprehensive income for the year, net of tax</b>	<b>12,360</b>	<b>7,961</b>

The year 2023-24 started well with the resounding success on "Akshaya Thrithiyai" sales that fell in the first quarter that already supported by better realisation due to steep increase in gold price movement. However, second quarter was a sagging one with respect to bottom line impact due to fall in recovery due to gold price adverse behaviour. However, 3rd and 4th quarters, the company could register the progress made earlier that resulted in the record performance in 2023-24.

The retail turnover was its highest level and all products portfolio performed well. Pre-covid level performance was restored fully.

The company could manage to reach an all-time high with respect to turnover at ₹ 3,82,678 lakhs as against ₹ 3,15,255 lakhs of last year. The profit after tax was a record one at ₹ 12,324 lakhs as against ₹ 7,974 lakhs in 2022-23. The quantum jump in PAT is attributed to the following factors:

- Retail volume driven growth at 11 %
- Contribution to bottom line on full performance of retail outlets started in previous year

- Improved contribution from non-gold items
- Better working capital management along with marginal improvement in stock turnaround
- SSS (Same stores Sales) improved by 23% that had positive impact on cost efficient delivery aspects
- Above all, better revenue realisation in value addition due to better gold price prevailed in better part of the year;
- The aggregate financial positive impact is felt in the PAT improvement by ₹4,351 lakhs compared to previous year. It is also pertinent to note that the company could sustain the gross profit margin at 9.64% on the significantly increased turnover in spite of very challenging price sensitive eco system.

### Expansion of outlets

During the year, the company started outlets in Ooty, Coimbatore–Ganapathy, Tirumangalam, Melur, Kumbakonam, Hosur, Silwear Smile Showroom at Madurai, and Rameshwaram.

It has also elevated Manamadurai, Sattur and Bodi TMJL plus smaller outlets to regular retail outlets based on their respective performance.

Meanwhile, due to economic and visibility reasons and with a view to utilize the costly working capital sources to cover better performing branches, the company closed its operations in Eral, Uslampatti and Kayalpattanam.

The impairment of assets amounting to ₹ 166 lakhs is fully provided in the financial results.

### Current year 2024-25

The current year 2024-25 started well. In the past 49 days (01.04.24 to 19.05.24) the company achieved a turnover of ₹62,202 lakhs as against ₹ 47,255 lakhs in the similar period in the previous year ended 31st March 2024. It is heartening to note that in the current year "Akshaya Thrithiyai" sales improved to ₹ 15,728 lakhs as against ₹ 10,856 lakhs in the last year and registered a value growth of 45%. Moreover in volume terms also gold ornaments sold were at 210 kgs as against 168 kgs in the last year and registered a volume growth of 25% . This growth in volume is achieved in spite of gold price increase by 20%.

For the ongoing financial year, our Board has planned opening of 8 mid level retail outlets already identified with that of one flagship Chennai outlet totalling 9 outlets.

The estimated cost (Capex plus working capital) amounting to ₹40,000 lakhs is to be financed by

- a) unused working capital limits upto ₹ 17,500 lakhs.
- (b) incremental customer advances on a recurring basis upto ₹ 12,500 lakhs and
- (c) a part of internal accruals upto ₹ 10,000 lakhs aggregating to ₹ 40,000 lakhs.

The Capex portion is estimated to be at ₹ 4,000 lakhs to be spent on interiors and other movable assets. All our outlets under contemplation are based on lease properties with an "asset less" model in place.

### Performance of existing outlets

Almost all retail outlets are EBITDA positive. Post amortisation of head office expenses three out of 58 outlets are marginally incurring losses. However, in the overall context those outlets are smaller ones and by and large makes no difference to the corporate performance.

You may observe that our top line growth increased on a five year period at CAGR (Compounded Annual Growth Rate) at 23 %

It is also heartening to note that service cum small outlets have registered a total turnover of ₹88.23 Crs in 2023-24. Out of 13 "TMJ Plus" outlets 3 are elevated to branch category and 2 closed and the remaining are performing well.

## 2) DIVIDEND

The Board of Directors at their meeting held on 20th May, 2024, has recommended payment of ₹ 6 (Rupees six only) (60%) per equity share of the face value of ₹ 10 (Rupee ten only) each as final dividend for the financial year ended 31st March, 2024. The payment of final dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the Company. The board had already paid an interim dividend of ₹ 4/- on 1st February 2024 to all eligible shareholders as on that date. The company allocated pay out of ₹ 2,744 lakhs for 2023-24 on the expanded capital resulted on account of 1:1 bonus share allotted during this year as against ₹1,646 lakhs nearly 67% improvement in overall dividend payout. Refer Annexure 1 for Dividend Distribution policy.

## 3) SHARE CAPITAL

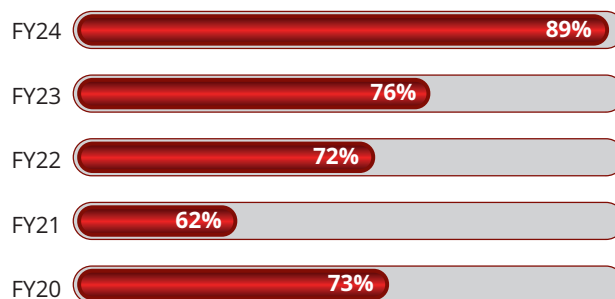
The Company's paid up capital increased to ₹ 2,744 lakhs consists of 274 lakhs numbers of shares of face value of ₹ 10 each resulted due to issue of bonus shares in the ratio of 1:1 as against ₹ 1,372 lakhs in the last year.

## 4) HEDGING

The company has got a well-defined operative "Hedging" mechanism in place. The metal loan availed from banks and the advances received from customers for future delivery objectives are covered under a natural hedge against gold price fluctuations. A portion of other inventories is also hedged with MCX platform by paying margin and meeting day-to-day MTM (marked to market) obligations.

This is done based on daily sales criteria. In aggregate, the hedging is at 89% as against 76% of last year. You may note that in the last five years, the hedging portion is progressively improved. We are fully committed to hedging in the prevailing volatility in gold price behavior. The company is fully confident on sustaining the operating profit and does not depend on any inventory profits / (losses.)

### Gold Metal Hedging in inventory holding



## 5) FINANCE

For the required working capital for the current year based on the estimates done, the company is fully supported by various sources of finance.

The secured working capital outstanding borrowings of the company as of 31st March 2024 stood at ₹32,444 lakhs as against ₹37,331 lakhs of the previous year. The aggregate working capital facilities from multiple banking arrangement is at ₹51,100 lakhs. The current drawing power covers the sanctioned limits fully.

The eligible fixed deposits limit from public & shareholders is at ₹13,607 lakhs. However, the company took only ₹9,042 lakhs. Besides, the promoters unsecured loan at 6% interest of ₹3,379 lakhs continues in the system. Interest outflows have increased marginally due to better utilization of working capital borrowings. At the same time per gram interest outgo reduced from ₹66 to ₹65. Moreover, the average cost of funds in aggregate for borrowings has dropped from 5.30% to 4.82% in spite of increase in interest rates upto 250bps by the banks.

## 6) CONTINUING CHALLENGES

- a) Rapid increase in gold price may affect volume offtake at some point of time in future.
- b) Due to highly working capital intensive model, PAT less Dividend payouts may not be sufficient to support the growth momentum
- c) Other discretionary items having a leveragable potential may downsize the gold as a saving instrument.
- d) High degree of competitive intensity prevailing in the eco system
- e) Compulsion to grow in a large sized industry requires huge advertisement and publicity spends without a realistic measurement of success matrix.

## 7) FUTURE PROSPECTS

- Sustainable gross profit margin with a marginal positive bias will be maintained but on a larger top line growth
- Better amortization of fixed overheads on enlarged retail outlets
- Continue to grow with “asset less” business model on a calibrated scale
- To consistently increase ROE (Return on Equity) over a longer period of time
- Optimum utilization of brand equity created
- High level of liquidity to support any opportunity that may arise.
- High level of penetration of technology support to the operations

Except for unforeseen circumstances, the management is confident of performing on the areas prioritized.

## 8) DEFERRED TAX ASSETS

The company as per Ind AS requirements has created deferred tax assets ₹ 250 lakhs as against deferred tax assets of ₹ 238 lakhs of previous year.

The company has recognised provision for Income tax for the year ended and measured its deferred tax basis the rate prescribed in the Act.

## 9) CONTRIBUTION TO EXCHEQUER

The Company is a regular payer of taxes and other duties to the Government. The Company has paid GST of ₹ 11,563 lakhs as compared to ₹ 9,495 lakhs paid in the previous year and the Income tax amounts to ₹ 4,188 lakhs was paid as against ₹ 2,693 lakhs for financial year 2023-24.

## 10) CAPITAL EXPENDITURE

During the year, we capitalized ₹3,657 Lakhs to our gross block comprising ₹3,350 lakhs for Plant & Machinery, Building, Furniture & Fittings and other assets and balance of ₹307 lakhs for Computer Equipment's including Software.

The capital work in progress amount outstanding as on 31st March 2024 is ₹236 lakhs (previous year ₹160 lakhs). This comprises of interiors and other assets still to be put in use and are yet to be capitalised.

For the previous year, we capitalized ₹3,703 lakhs to our gross block comprising ₹3,504 lakhs for Plant & Machinery and Furniture & Fittings and others and the balance of ₹199 lakhs for Computer Equipment's including Software.

## 11) DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) for the time being in force.

## 12) DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed and there is no material departure.
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the year;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors have prepared the annual accounts on a 'going concern' basis;
- e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating



effectively. Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information; and

- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 13) MANUFACTURING FACILITIES

Utilisation of own manufacturing facilities including on job work basis is around 75% as against 71% of the earlier years. The overall cost of production has come down due to attainment of scale of economies in the manufacturing facilities. It is expected to improve the own manufacturing capacity utilisation in forthcoming years. On a need basis, at short notice, handmade items capacity could be enlarged.

### 14) DEPOSITORY SYSTEM

The trading in the Equity Shares of your Company is under compulsory dematerialization mode. As on March 31, 2024, Equity Shares representing 100% of the equity share capital are in dematerialized form. As the depository system offers numerous advantages, members are requested to take advantage of the same and avail of the facility of dematerialization of the Company's shares.

### 15) CORPORATE GOVERNANCE

Your Company has been practising the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate section on Corporate Governance and a certificate from the statutory auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Regulation 27 of SEBI (LODR) 2015 of the Listing Agreement(s) with the Stock Exchange(s) forms part of this report.

The Chairman and Managing Director and Joint Managing Directors of the Company have certified to the Board on financial statements and other matters in accordance with Regulation 17 (8) of SEBI (LODR) 2015 of the listing agreement pertaining to CEO certification for the financial year ended 31st March 2024.

### 16) INDEPENDENT DIRECTORS

M/s. S.Rethinavelu, Lalji Vora & V.R.Muthu – Independent Directors of the company are completing their terms of office as per the Companies act, 2013. Hence they retire

from their office with effect from forthcoming AGM on 25th July, 2024.

In their place the Board has recommended for the appointment of M/S. N.Jegatheesan & K.Thirupathi Rajan as Independent Directors of the company to the Shareholders and on their consent they will be appointed with effect from 25th July, 2024 in terms of Companies Act, 2013.

With the above changes the Board of Directors will comprise of 8 total number of Directors out of which 4 will be Independent Directors (50%) thus fulfilling the requirement of the companies act, 2013 and SEBI(LODR), 2015. Therefore the composition of Board of Directors will be in accordance with the requirements of the act and regulations.

- 1) Re-constitution of various committees with effect from 25th July 2024:

Due to change in the independent directors as three of them are completing their term and retire from their office and two new Independent Directors are inducted into the Board to fulfil the requirements following changes have been effected in the constitution of various committees:

- a. Audit committee members:

- 1) Mr. S.M.Chandrasekaran (Chairman)
- 2) Mr. N.Jegatheesan
- 3) Mrs. Rajakumari Jeevagan
- 4) Mr. Ba.Ramesh

- b. Nomination and remuneration committee members:

- 1) Mr.S.M.Chandrasekaran (Chairman)
- 2) Mr.N.Jegatheesan
- 3) Mrs.Rajakumari Jeevagan
- 4) Mr.Balarama Govinda Das

- c. Corporate Social Responsibility committee members:

- 1) Mr.Balarama Govinda Das (Chairman)
- 2) Mr.Ba.Ramesh
- 3) N.B.Kumar
- 4) Mr.S.M.Chandrasekaran

- d. Stakeholders & Grievances Committee members:

- 1) Mr.S.M.Chandrasekaran (Chairman)
- 2) Mr.Balarama Govinda Das
- 3) Mr.Ba.Ramesh
- 4) N.B.Kumar

e) Risk Management Committee Members:

- 1) Mr.Balarama Govinda Das (Chairman)
- 2) Mr.Ba.Ramesh
- 3) N.B.Kumar
- 4) Mr.S.M.Chandrasekaran
- 5) Mr.K.Thirupathi Rajan

## 17) DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the integrated Management Discussion and Analysis including the Business Responsibility Report are attached, which forms part of this report.

## 18) LISTING OF SHARES

The Equity Shares of your Company continue to remain listed with Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The listing fees for the year 2024-25 have been paid to these Stock Exchanges. The Shares of the companies are compulsorily tradable in dematerialized form.

## 19) INSURANCE

The assets of the Company are adequately insured against fire and such other risks, as are considered necessary by the Management.

## 20) HUMAN RESOURCE DEVELOPMENT

Many initiatives have been taken to support business through organizational efficiency, development, resourcing, performance & compensation management, competency-based development, career & succession planning and organization building. Leadership development is one of the primary key initiatives of the Company. Primary personal development program has been taken up as long term strategy of the Company. A significant effort has also been undertaken to develop leadership as well as administrative / functional capabilities in order to meet future talent requirement.

The Company continues to maintain pleasant relations without any interruption in work. As on 31st March 2024 the Company has 2,112 employees on its rolls as against 1,799 employees in the previous year.

## 21) PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provision of Section 197(12) of Act read with rules 5(2) and 5(3) of the Companies ( Appointment and Remuneration of Managerial personnel) Rules, 2014 a

statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report.

Disclosures pertaining to remuneration and other details as required under section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 are provided in the Annexure -2.

Having regard to the provision of the first proviso to Section 136(1) of the Act and as advised, the Annual Report, excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the corporate office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The full Annual Report including the aforesaid information is being sent electronically to all those members who have registered their main addresses and is available on the Company's website.

## 22) STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & under regulation 21 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the company has adopted risk management policies to monitor the business.

Business Risk Evaluation and Management (BRM) is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management

Committee broadly reviews:

1. Overseeing of risk management performed by the executive management;
2. The BRM policy and framework formulated in line with local legal requirements and SEBI guidelines;
3. Risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.
5. Within its overall scope as aforesaid, the Company shall review risks trends, exposure, and potential impact analysis and mitigation plan.

## 23) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

INFORMATION IN ACCORDANCE WITH THE PROVISIONS OF SECTION 134 (3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES RULES, 2014.

### a) Conservation of Energy

The disclosure of particulars with respect to conservation of energy pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with rule 8(3) of the companies (accounts) rules, 2014 are not applicable as our business is not specified in the Schedule. However, the company makes its best efforts to conserve energy in a more efficient and effective manner.

### b) Technology Absorption, Adaptation and Innovation

The company has not carried out any specific research and development activities. The company uses indigenous technology for its operations. Accordingly, the information related to technology absorption, adaptation and innovation is reported to be NIL.

### c) Foreign Exchange Earning and Outgo

Foreign Exchange Earning (₹ in lakhs)

Particulars	2023 -24	2022-23
Export Sales	-	-

Foreign Exchange Outgo (₹ in lakhs)

Particulars	2023 -24	2022-23
Travelling Expenses	3	1
Consultancy Charges	95	88
Capital Goods	21	-

## 24) ESTABLISHED PROCESS OF MITIGATING RISKS IN TMJL

The Risk management process at TMJL revolves around identification of all risks of internal and external and undertaking risk mitigation measures so that monitoring their impact would be process driven with a view to take corrective course of actions.

### Industry Risk

Jewellery industry dominated by gold metal in India and is going through a shrinking phase in the discretionary context of customers priorities for purchases together with wide gold price movements. Business is shifting from unorganized sector to corporates with deep pockets of resources to sustain the cyclical risk impact.

Your company enlarged its wings in semi and rural areas where the existing business is shifting to organized players like us. The shrinking size risk is mitigated by adding value added products in the portfolio and also by selling other popular brands under our umbrella

### Regulatory Risk

The Government has implemented more stringent regulatory measures in all aspects of the trade starting from compliances under various Acts including Income tax and customer friendly Hallmarking, etc., in a speedier manner.

Your company has already adapted to the changes in the trade requirements and in fact would be a beneficiary under GST regulations.

### Commodity Risk

Gold being a commodity, price is influenced by various factors including demand and supply. Even though we buy gold whenever we sell on the same day, in order not to carry the risk of price fluctuations, the underlying stock on a given date certainly affected by the price movement. The impact of it either positive or negative often shadowed the real operating capabilities of the company. Your company has an inbuilt hedging mechanism to mitigate the extreme fluctuations in gold price movement. Currently we maintain 89:11 ratio between hedged and un-hedged closing stock inventory. This strategy helped us to maintain our performance, besides ensuring liquidity in the system.

Every aspect, of the risks components mentioned in the earlier paras, were carefully evaluated by the respective teams and reported to Board at intervals to reset the strategies and policies that may tend to be appropriate and re-assuring in the changed realities.

### Cost Risk

The brand building and establishment cost increased in recent years due to growth aspirations. New business can be identified by enhancing the visibility of the Brand. It involves a huge cost on a recurring basis even though the positive impact could be seen in later years.

Your Company by taking into advantages of low cost retailer tag has already spent larger sums for advertisement and publicity. This will go a long way in expanding the retail outlets in larger parts of Tamilnadu and the cost currently incurred would be amortized among larger number of retail outlets in the days to come.

### Growth Risk

The industry suffers from the introduction of sovereign gold bond and also by the penetration of "E-commerce" activity in the trade. New territorial expansion often results

in burning cash in the form of excessive fixed cost in the earlier years anticipating a sustainable business later that is not guaranteed.

Your Company though strategically decided to grow but restricted its inroads into current territorial places in a deeper and concentrated manner so that fixed cost impact will not be felt by the company as an adverse factor. We opt for Asset less model and therefore the risk of growth in unknown places is mitigated to that extent.

### Financial risk

Stretched financials could hamper business sustainability. The Company's gearing as at 31st March 2024 stood at 1.15 times which is among one of the best in the target corporates of the industry.

The company is consistently reducing its high-cost debts and leverage only when it is self-liquidating in nature. All the financial indicators are improving including risk weighted Return on Equity.

However, all our retails outlets expansion plan is going forward smoothly. Our learning out of first wave of Covid has helped us to rearrange resources and improve our operating efficiencies.

### 25) INTERNAL CONTROL SYSTEMS

The Board of Directors is responsible for ensuring that internal financial controls have been laid down in the Company and that such controls are adequate and is functioning effectively. TMJL has policies, procedures, control frameworks and management systems in place that map into the definition of Internal Financial Controls as detailed in the Companies Act, 2013. These have been established at the entity and process levels and are designed to ensure compliance to internal control requirements, regulatory compliance, and appropriate recording of financial and operational information.

Internal Financial Controls that encompass the policies, processes, and monitoring systems for assessing and mitigating operational, financial and compliance risks and controls over related party transactions, substantially exist. The management reviews and certifies the effectiveness of the internal control mechanism over financial reporting, adherence to the code of conduct and Company's policies for which they are responsible and also the compliance to established procedures relating to financial or commercial transactions, where they have a personal interest or potential conflict of interest, if any.

The Audit Division continuously monitors the efficacy of Internal Financial Controls with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on

the adequacy and effectiveness of the organisation's risk management, control and governance processes. The audit plan is approved by the Audit Committee, which reviews compliance to the plan.

During the year, the Audit Committee met regularly to review reports submitted by the Audit Division. All significant audit observations and follow-up actions thereon were reported to the Audit Committee.

The Audit Committee also met the Company's Statutory Auditors to ascertain their views on financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal controls and systems followed by the Company. The Management acted upon the observations and suggestions of the Audit Committee.

### 26) Details Of Policy Developed And Implemented By The Company On Its Corporate Social Responsibility Initiatives (CSR)

During the financial year ended 31st March, 2024, the Company incurred CSR Expenditure of ₹ 185 Lakhs (Rupees One Hundred Eighty Five lakhs Only). The CSR initiatives of the Company were under the thrust area of health & hygiene, education, water management and vocational training. The CSR Policy of the Company is available on the website of the Company.

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2024, in accordance with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in Annexure 3 to this report.

### CORPORATE GOVERNANCE REPORT AND BUSINESS RESPONSIBILITY REPORT

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance and a Business Responsibility Report as per Regulation 34 of the Listing Regulations, detailing the various initiatives taken by the Company on the environmental, social and Governance front forms part of this Annual Report.

### 27) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans & guarantees given or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

Particulars of contracts or arrangements with related parties referred to in Section 188(1)

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel, or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also in the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are foreseen and repetitive in nature. The transactions entered pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The Annual Report on related party is annexed herewith as "Annexure 4".

### 28) COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Annexure -5 and is attached to this report.

### 29) ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2024 in Form MGT - 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the Company's website- [www.thangamayil.com](http://www.thangamayil.com).

### 30) NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the year, Nine Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### 31) SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

### 32) DEPOSITS

The details of deposits remain unpaid during the year under review are furnished hereunder:

Sl.No	Particulars	₹ in Lakhs
1	Amount remained unpaid or unclaimed as at the end of the year	21
2	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	Nil

### 33) DIRECTORS

Smt. Yamuna Vasini Deva Dasi Non – executive and Non – Independent Director of the Company retires by rotation and being eligible seeks reappointment. Your Board recommends her re-appointment.

### 34) DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

The Details of familiarisation programme arranged for independent directors have been disclosed on website of the company and are available at [www.thangamayil.com](http://www.thangamayil.com).

### 35) CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.thangamayil.com](http://www.thangamayil.com). The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All

Management Staff were given appropriate training in this regard.

### 36) STATUTORY AUDITORS

M/s. B.Thiagarajan & Co., Chartered Accountants (ICAI Registration No.: 004371S) were appointed as Statutory Auditors of the Company, at the 22nd AGM held on 4th August 2022 to hold office till the conclusion of the 27th AGM. M/s. B.Thiagarajan & Co., has confirmed that they are not disqualified from continuing as Auditors of the Company.

The Report given by M/s. B.Thiagarajan & Co., Chartered Accountants on the financial statement of the Company for the financial year 2023-2024 is part of the Annual Report. The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

### 37) SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr.S .Muthuraju, a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as "Annexure 6".

### 38) COMMENTS ON AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. B.Thiagarajan & Co., Statutory Auditors, in their report and by Mr. S. Muthuraju , Company Secretary in Practice, in his secretarial audit report.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

### 39) INTERNAL AUDIT AND CONTROL SYSTEMS

The company has an effective in-house internal audit system. The persons are well trained to cover various areas of verification inspection and system evaluation. All the mandatory compliances required to be followed under various statutes are exhaustively covered in their scope. We have effective and adequate internal audit and control systems, commensurate with our business size. Regular internal audit visits to the operations are undertaken to ensure that high standards of internal controls are maintained at each level. Independence of the

audit and compliance function is ensured by the auditors' direct reporting to the Audit Committee. Details on the composition and functions of the Audit Committee can be found in the chapter on Corporate Governance of the Annual Report.

### 40) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

### 41) ENHANCING STAKEHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to create value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

### 42) PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as required under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013. There were no such complaints received under the policy during the year.

### 43) DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

Pursuant to the provisions of the Companies Act, 2013 and under regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

The Audit Committee consists of the following members

- a. Mr.S.Rethinavelu - Chairman
- b. Mr.V.R.Muthu - Member

c. Mr.Ba.Ramesh - Member

The above composition of the Audit Committee consists of independent Directors viz., Mr. S.Rethinavelu and Mr.V.R.Muthu who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of Company employees and the Company.

#### 44) ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors Comprises the following key areas:

1. Attendance of Board Meeting and Board Committee Meetings
2. Quality of Contribution to Board deliberations
3. Strategic perspectives or inputs regarding future growth of Company and its performance
4. Providing perspectives and feedback going beyond information provided by the management
5. Commitment to shareholders and other stakeholder interests

The evaluation involves self-evaluation by the Board Members and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/ her evaluation.

#### 45) PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Directors and the designated employees have confirmed compliance with the Code. The same has been displayed at the company's website at [www.thangamayil.com](http://www.thangamayil.com).

#### 46) SHARES

- a. Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

- b. Sweat equity

The Company has not issued any Sweat Equity Shares during the year under review.

- c. Bonus shares

During the year company has issued 1,37,19,582 fully paid up bonus equity shares of Rs. 10/- each in the ratio of 1 (one) equity share of Rs. 10 each for every 1 (one) existing equity shares of Rs. 10 each and same was approved by shareholders in the AGM held on July 5, 2023.

- d. Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

#### 47) FORWARD-LOOKING STATEMENTS

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include domestic demand and demand and supply conditions affecting selling prices, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

#### 48) ACKNOWLEDGEMENTS

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, team spirit, cooperation and dedication during the year.

Your Directors place on record their sincere thanks to bankers, suppliers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

BY ORDER OF THE BOARD  
For **Thangamayil Jewellery Limited**

**BALARAMA GOVINDA DAS** - Managing Director

**Ba. RAMESH** - Joint Managing Director

**N.B. KUMAR** - Joint Managing Director

Place: Madurai

Date : May 20, 2024

# Annexure 1 to Director's Report - Dividend Distribution Policy

## Objective

The objective of this Policy document is to articulate Thangamayil Jewellery Limited's Dividend Distribution Policy. This Policy applies to all types of Dividend declared or recommended by the Board of Directors of the Company and seeks to conform to the requirements of Section 123 of the Companies Act, 2013, the notified rules thereof and other such provisions.

### 1. Philosophy

At Thangamayil Jewellery Limited we respect, and are committed to, our role towards shareholders and meeting our obligations to the communities in which we do business. We believe that sustainable growth can be achieved by creating wealth and jobs, developing useful skills, and investing time and money in people. Thangamayil Jewellery Limited aims to share its prosperity with the shareholders by way of declaring dividend subject to liquidity and growth requirement.

### 2. The Regulatory Framework

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 1000 Listed Companies in India as per Market Capitalisation as in the preceding Financial Year shall formulate a dividend distribution policy. Thangamayil Jewellery Limited falls within the list of Top 1000 Listed Companies.

### 3. Definitions

Unless repugnant to the context:

- 3.1. "Act" shall mean the Companies Act, 2013 including the Rules made thereunder.
- 3.2. "Company or Thangamayil Jewellery" shall mean Thangamayil Jewellery Limited
- 3.3. "Chairman" shall mean the Chairman of the Board of Directors of the Company.
- 3.4. "Board" or "Board of Directors" shall mean Board of Directors of the Company.
- 3.5. "Dividend" shall mean Dividend as defined under Companies Act, 2013 or SEBI Regulations.
- 3.6. "SEBI Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued there under, including any

statutory modifications or re-enactments thereof for the time being in force.

### 4. Policy

#### 4.1. Frequency of payment of dividend:

4.1.1. Thangamayil Jewellery Limited believes in rewarding its shareholders as and when the funds are available for distribution as dividend and generally strive to recommend Final Dividend to the Members at the Annual General Meeting of the Company.

#### 4.2. Internal and external factors that would be considered for declaration of dividend:

4.2.1. Thangamayil Jewellery Limited considers several Internal and External Factors before deciding declaration or recommendation of dividend.

4.2.2. The Internal Factors are adequacy of profits for last three years and likely profits for next year, allocation of funds towards capital expenditure and working capital requirements.

4.2.3. The External Factors that would impact dividend pay out are alternative investment opportunities, interest rate on surplus funds, taxation on distribution of dividend and dividend pay out ratios of comparable companies.

#### 4.3. The financial parameters that will be considered while declaring dividends:

4.3.1. In order to maximise corporate value over the long term, internal capital resources will be secured for measures that will increase corporate value. These measures include investments in R&D and Capital Investments, which are vital to future business expansion.

4.3.2. After taking into consideration the required investments for future growth and the level of free cash flow, surplus will be distributed to the shareholders to the maximum extent possible.

#### 4.4. The circumstances under which the shareholders can or cannot expect dividend:

In an event where Company has undertaken a significant project requiring higher allocation of capital or in event where the company's profits are



inadequate or company makes losses, the Company would like to use the Company's reserves judiciously and not declare dividend or declare dividend lower than its normal rate of dividend.

- 4.5. Policy as to how the retained earnings will be utilized:
- 4.5.1. The Company would like to retain the balances in Reserves and Surplus to give the required strength to the balance sheet for exploring leverage options for supporting growth.
- 4.5.2. The Company would be very cautious in declaring dividend out of past profits and reserves.
- 4.6. Transfer of Profits to Reserves:  
The Company will not transfer any amount to reserves unless there is statutory requirement.
- 4.7. Provisions regarding class of shares:  
Currently, the Company has issued only Equity Shares and this Policy shall be applicable to Equity Shares. As and when the Company issues other kind of shares, the Board shall amend this Policy along with Rationale at the time or before issue of other class of shares.

## 5. Procedure

- 5.1. The Board of Directors of the Company will analyze all the parameters and recommend appropriate dividend.
- 5.2. The Company Secretary & Compliance Officer of the Company shall ensure compliance of Insider Trading Rules of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 5.3. The Board of Directors shall approve the declaration or recommendation of Dividend after ensuring compliance of Act, SEBI Regulations and this Policy.
- 5.4. The Company shall ensure compliance of provisions of Act, SEBI Regulations and this Policy in relation to dividend.

## 6. Distribution of Dividend

- 6.1. Periodicity:  
On Completion of Financial Year The Board of Directors of the Company may recommend a Dividend for respective financial year and may be declared in the Annual General Meeting. On some occasion board may declare interim dividend also based on the performance of the company from time to time and

the same to be ratified subsequently in the AGM to be held on 25th July 2024.

### 6.2. Dividend Entitlement

The members, whose names appear in the register of members as on the record date / Book Closure, shall be entitled for the dividend.

### 6.3. Mode of Payment

The payment of the dividend would be in cash:

- i. Through electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. for making payment of dividend. OR
- ii. Through issuance of 'payable-at-par' warrants/cheques, in case where bank details are not available or the electronic payment instructions have failed or have been rejected by the bank,

### 6.4. Transfer to IEPF

The dividend remained unpaid and unclaimed for a period of 7 years (as per the provisions of Section 124(5) of the Companies Act, 2013) shall be transferred to Investors Education and Protection Fund set up by the Government in that regard.

## 7. General

- 7.1. This Policy would be subject to revision / amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs and/or Securities Exchange Board of India from time to time, on the subject matter.
- 7.2. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.
- 7.3. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## ANNEXURE 2 - TO DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2024

INFORMATION PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF THE  
COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

S.No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1	Balarama Govinda Das	50:1
2	Ba. Ramesh	50:1
3	N.B.Kumar	50:1

2. The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year.

S.No.	Name of the Director	Percentage Increase in the remuneration
1	Balarama Govinda Das	-
2	Ba. Ramesh	-
3	N.B.Kumar	-
4	CS.V. Vijayaraghavan (Company Secretary)	17
5	B. Rajesh Kanna – Chief Financial Officer	-

3. The percentage increase in the median of remuneration of employees in the financial year. 7%
4. The number of permanent employees on the rolls of Company – 2,112 The explanation denotes the relationship between average increase in remuneration and Company Performance.

5. The explanation on the relationship between average increase in remuneration and Company Performance.

During the year company achieved total comprehensive profit of ₹12,360 lakhs as against total comprehensive profit of ₹ 7,961 lakhs in the previous year.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

S.No.	Name of the Director	Designation	Remuneration of Key Managerial Personnel ₹ in lakhs	Performance of the Company for the year ended 31st March, 2024
1	Balarama Govinda Das	Managing Director	72	During the year company achieved total comprehensive profit of ₹ 12,360 lakhs as against total comprehensive profit of ₹ 7,961 lakhs in the previous year.
2	Ba. Ramesh	Joint Managing Director	72	
3	N.B.Kumar	Joint Managing Director	72	
4	CS.V. Vijayaraghavan	Company Secretary	28	
5	B. Rajesh Kanna	Chief Financial Officer	36	

7. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.

S.No	Particulars	As at 31st March, 2024	As at 31st March, 2023	% performance
1	Market Price in ₹	1,287.80*	502.50	156% increased
2	Market Capitalization in ₹ lakhs	3,53,361	1,37,896	156% increased
3	Earnings Per share* (after issue of bonus shares)	44.91	29.06	Increased by 55%
4	Price Earnings Ratio	28.68	17.29	66%

\*After issue of bonus shares

Percentage increase over the last public offer price is not relevant and appropriate as there has never been any public offer by the Company in the last ten years.

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.
  - Average increase in the remuneration of all employees excluding KMPs: 4%
  - Average increase in the remuneration of KMPs : 1%
  - Justification: KMP salary increases are decided based on the Company's performance, Individual performance, inflation, prevailing industry trends and benchmarks.
9. Comparison of the remuneration of each Key Managerial Personnel against the performance of the Company.  
Each KMP is granted salary based on his qualification, experience, nature of job, industry benchmark, earlier salary and many other factors, comparison of one against the other is not feasible. Performance of the Company has been quite satisfactory this year.
10. The Key parameters for any variable components of remuneration availed by the directors - Nil
11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Nil.
12. We affirm that the remuneration is as per the remuneration policy of the Company.

### ANNEXURE TO DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2024

1. Statement u/s.197 (12) of the Companies Act, 2013 read with the Companies (Appointment and remuneration of Managerial Personnel) rules, 2014 and forming part of the Directors report for the year ended 31st March, 2023.
  - a. Employed throughout the year and were in receipt of remuneration at the rate of not less than ₹1,02,00,000/- per annum.

Sl. No	Name of the employee	Date of Joining	Designation	Qualification	Age	Experience	Remuneration in Lakhs	Last Employment
-	-	-	-	-	-	-	-	-

- b. Employed for part of the year and were in receipt of remuneration at the rate of not less than ₹8.50 lakhs - per month : None

Notes:

1. Remuneration shown above includes Salary, House Rent Allowance, Companies contribution to provident fund, LTA and other perquisites.
2. Nature of Employment is contractual.
3. The above Directors are related to each other as brothers.

On behalf of the **Board of Directors**

**Balarama Govinda Das**

Managing Director

### ANNEXURE 3

#### Annual Report on the CSR activities pursuant to the Companies (Corporate Social Responsibility Policy) Rules 2014

1. Brief outline on CSR Policy of the Company:

The terms of reference of the Corporate Social responsibility committee (CSR) broadly comprises:

To review the CSR policy and to make it more comprehensive so as to indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013: To provide guidance on various CSR activities to be undertaken by the Company to monitor its progress:

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation/ Nature of Directorship	No. of Meetings of CSR Committee held during the year	No. of Meetings of CSR Committee attended during the year
1	Mr. Balarama Govinda Das	Chairman	4	4
2	Mr. Lalji Vora	Member / Independent Director	4	4
3	Mr. Ba. Ramesh	Member	4	4
4	Mr. N.B. Kumar	Member	4	4

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: <https://www.thangamayil.com/corporate/internal-committee/>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). **Not Applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Lakhs)	Amount required to be set-off for the financial year, if any (in Lakhs)
1	2023-24	-	-
	<b>TOTAL</b>	-	-

6. Average net profit of the company as per section 135(5) ₹9,231.00 lakhs

7. a) Two percent of average net profit of the company as per section 135(5) ₹184.62

b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil

c) Amount required to be set off for the financial year, if any Nil

d) Total CSR obligation for the financial year (7a+7b-7c). ₹184.62

8. a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹in Lakhs)	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of Fund	Amount.	Date of Transfer
185.18	-	-	-	-	-

b) Details of CSR amount spent against ongoing projects for the financial year

c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Amount spent for the project (in Lakhs)	Mode of implementation Direct (Yes/No).	Mode of implementation through implementing agency	
				State	District			Name.	CSR registration number
1	Health Care & wellness	Promoting Health	Yes	Tamilnadu	Madurai	19.28	Yes	-	-
2	Food Assistance	Eradicating hunger, poverty and malnutrition	Yes	Tamilnadu	Madurai	15.09	Yes	-	-
3	Education Assistance	Promoting education	Yes	Tamilnadu	Madurai	6.46	Yes	-	-
4	Gaushala Funding	Animal welfare	Yes	Tamilnadu	Madurai	127.52	Yes	-	-
5	Eye Camp	Promoting Health	Yes	Tamilnadu	Madurai	16.83	Yes	-	-
	<b>TOTAL</b>					<b>185.18</b>			

(d) Amount spent in Administrative Overheads Nil

(e) Amount spent on Impact Assessment, if applicable Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) ₹ 185.18 lakhs

(g) Excess amount for set off, if any -

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 184.62 lakhs
(ii)	Total amount spent for the Financial Year	₹ 185.18 lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-



9. a. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Lakhs)	Amount spent in the reporting Financial Year (in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Lakhs)
				Name of the Fund	Amount	Date of Transfer	
1	-	-	-	-	-	-	
Total	-	-	-	-	-	-	

b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Lakhs)	Amount spent on the reporting Financial Year (in Lakhs)	Cumulative amount spent at the end of reporting Financial Year. (in Lakhs)	Status of the project -Completed / Ongoing.
1	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year - (asset-wise details).

Date of creation or acquisition of the capital asset(s).	NA
Amount of CSR spent for creation or acquisition of capital asset.	NA
Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	NA
Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	NA
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).	NA

**Balarama Govinda Das**  
Chairman (CSR Committee)

Place – Madurai  
Date – May 20, 2024

**Lalji Vora**  
Member (CSR Committee) Independent Director

## ANNEXURE 4 TO DIRECTORS' REPORT

FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

### 1. Details of contracts or arrangements or transactions not at arm's length basis:

Sl.No	Name of the related party and nature of relationship (a)	Nature of contracts / arrangements / transactions (b)	Duration of contracts / arrangements / transactions (c)	Salient features of contracts / arrangements / transactions, including value, if any (d)	Justification for entering into such contracts / arrangements / transactions (e)	Date(s) of approval by the Board (f)	Amount paid as advances, if any (g)	Date on which special resolution was passed in General meeting u/s 188(1) (h)
Not Applicable								

### 2. Details of material contracts or arrangements or transactions at arm's length basis:

Sl.No	Name of the related party and nature of relationship (a)	Nature of contracts/ arrangements / transactions (b)	Duration of contracts / arrangements / transactions (c)	Salient features of contracts / arrangements / transactions, including value, if any (d)	Justification for entering into such contracts / arrangements / transactions (e)	Date(s) of approval by the Board / Audit Committee (f)	Amount paid as advances, if any (g)	Date on which special resolution was passed in General meeting u/s 188(1) (h)
Nil								

## ANNEXURE 5 TO DIRECTORS' REPORT - I

### *Policy for Selection of Directors and determining Directors' independence.*

### 1. Introduction

- 1.1. Thangamayil Jewellery Ltd (TMJL) believes that an enlightened Board consciously creates a culture of leadership to provide a long – term vision and policy approach to improve the quality of governance. Towards this, TMJL ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.
- 1.2. TMJL recognizes the importance of Independent Directors in achieving the effectiveness of the board. TMJL aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

### 2. Scope and Exclusion:

This policy sets out the guiding principles for the Nomination and Remuneration committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

### 3. Terms and References:

In this policy, the following terms shall have the following meanings:

- 3.1. "Director" means a director appointed to the Board of the Company.
- 3.2. "Nominations and Remuneration Committee" means the committee constituted by TMJL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.3. "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 4. Policy:

#### 4.1. Qualification and criteria

- 4.1.1. The Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a

Board with diverse background and experience that are relevant for the Company's operations.

- 4.1.2. In evaluation the suitability of individual Board members, the NR committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

- 4.1.3. The proposed appointee shall also fulfil the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall Endeavour to attend all Board meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

- 4.1.4. The NR committee shall evaluate each individual with the objective of having a group that best



enables the success of the Company's business.

#### 4.2. Criteria of Independence

4.2.1. The NR committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determination of independence when any new interests or relationships are disclosed by a Director.

4.2.2. The criteria of independence, as laid down in Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is as below;

An independent director in relation to a company, means a director other than a managing director or a whole time director or a nominee director -

- a) Who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b)
  - i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
  - ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e) who, neither himself nor any of his relatives
  - i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

- ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -

- A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

- iii) holds together with his relatives two per cent or more of the total voting power of the company; or

- iv) is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

- v) is a material supplier, service provider or customer or a lessor or lessee of the company.

- f) Shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.

- g) Shall possess such other qualifications as may be prescribed from time to time, under the Companies Act, 2013.

- h) Who is not less than 21 years of age.

4.2.3. The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

#### 4.3. Other directorships / committee memberships

4.3.1. The Board members are expected to have adequate time and expertise and experience to

contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public companies in such a way that it does not interfere with their role as directors of the Company. The NR Committees shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

- 4.3.2. A Director shall not serve as Director in more than 20 Companies of which not more than 10 shall be Public Limited Companies.
- 4.3.3. A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- 4.3.4. A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

## ANNEXURE 5 TO DIRECTORS' REPORT - II

### Remuneration Policy for Directors, Key Managerial Personnel and other employees

#### 1. Introduction

- 1.1. Thangamayil Jewellery Limited (TMJL) recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
- 1.1.1. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- 1.1.2. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- 1.1.3. Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

#### 2. Scope and Exclusion:

- 2.1. This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

#### 3. Terms and Reference:

In this Policy, the following terms shall have the following meanings:

- 3.1. "Director" means a director appointed to the Board of the Company.
- 3.2. "Key Managerial Personnel" means
- i. The Chief Executive Officer or the managing director or the manager;
  - ii. The company secretary;
  - iii. The whole-time director;
  - iv. The Chief Financial Officer; and
  - v. Such other officer as may be prescribed under the Companies Act, 2013
- 3.3. "Nomination and Remuneration Committee: means the committee constituted by TMJL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 4. Policy:

- 4.1. Remuneration to Executive Directors and Key Managerial Personnel
- 4.1.1. The Board, on the recommendations of the Nomination and Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- 4.1.2. The Board, on the recommendations of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3. The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- i. Basic Pay
- ii. Perquisites and Allowances
- iii. Stock Options
- iv. Commission (Applicable in case of Executive Directors)
- v. Annual Performance Bonus

4.1.4. The Annual Plan and objectives for Executive Directors and Senior Executives (Executives Committee) shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and objectives.

4.2. Remuneration to Non-Executive Directors

4.2.1. The Board, on the recommendations of the NR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

4.2.2. Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

4.3. Remuneration to other employees

4.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skills, seniority, experience and prevailing remuneration levels for equivalent jobs.

## NEW SHOWROOM OPENINGS-(2022-23)



**HOSUR**



**OOTY**



**GANAPATHY (CBE)**



**RAMESHWARAM**



**KUMBAKONAM**



**THIRUMANGALAM**



**MELUR (MDU)**



**SILVER SMILE**

## ANNEXURE 6

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014]

To,  
The Members,  
THANGAMAYIL JEWELLERY LIMITED,  
MADURAI

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THANGAMAYIL JEWELLERY LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
6. Other Laws applicable to the Company;
  1. Employees' Provident Fund Act, 1952 and misc provisions Act, 1952
  2. Professional Tax Act, 1975 and Rules
  3. Payment of Gratuity Act, 1972
  4. Employees State Insurance Act, 1948
  5. Minimum Wages Act, 1948
  6. Payment of Bonus Act, 1965
  7. Shop and Establishment Act, 1948
  8. Labour Welfare Fund Act, 1953
  9. Maternity Benefit Act, 1961
  10. Factories Act, 1948
  11. Industrial Dispute Act, 1947
  12. The Workmen's Compensation Act, 1923
  13. The Payment of Wages Act, 1936
  14. Competition Act, 2002
  15. Central Excise Act, 1944
  16. Standard Weights & Measures Act
  17. Bureau of Indian Standard (BIS) (Hallmarking)
  18. Income Tax Act, 1961
  19. Finance Act, 1994
  20. Customs Act, 1962

We have also examined compliance with the applicable clause of the following;

1. The Secretarial Standards issued by the Institute of Company Secretaries of India.

2. The Listing Agreements entered into by the Company with Bombay Stock Exchange and National stock exchange limited including the New Listing Agreement under SEBI (LODR) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Madurai  
Date: 14.05.2024

**S.MUTHURAJU**  
(Practicing Company Secretary)  
Proprietor ACS: 8825  
CP: 4181  
UDIN: A008825F000365269

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

## "ANNEXURE A"

To,  
The Members,  
THANGAMAYIL JEWELLERY LIMITED  
MADURAI

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Madurai  
Date: 14.05.2024

**S.MUTHURAJU**  
(Practicing Company Secretary)  
Proprietor ACS: 8825  
CP: 4181  
UDIN: A008825F000365269

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members of Thangamayil Jewellery Limited,  
124 Nethaji Road,  
Madurai 625 001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of THANGAMAYIL JEWELLERY LIMITED having CIN L36911TN2000PLC044514 and having registered office at 124 NETHAJI ROAD, MADURAI 625001 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr.No.	Name of Director	Designation	DIN	Date of appointment
1	Balarama Govinda Das	Managing Director	00266424	03.05.2001
2	Balusamy Ramesh	Wholetime Director	00266368	03.05.2001
3	Narayanan Balusamy Kumar	Wholetime Director	01511576	20.04.2001
4	Subbiah Nadar Rethinavelu	Director	00935338	26.09.2007
5	Lalji Gangji Vora	Director	01899070	26.09.2007
6	Rajendran Muthu	Director	01908841	30.11.2007
7	Yamuna Vasini Deva Dasi	Director	01388187	04.02.2015
8	Sivanandi Chandrasekaran	Director	08719332	14.03.2020
9	Jeevagan Rajakumari	Director	08860956	21.09.2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Madurai  
Date: 14.05.2024

**S.MUTHURAJU**  
(Practicing Company Secretary)  
Proprietor ACS: 8825  
CP: 4181  
UDIN: A008825F000365269

## MANAGEMENT DISCUSSION AND ANALYSIS

In 2024, the Indian jewellery market was valued at approximately USD 89.65 billion. This significant figure highlights the market's robust nature in a country where jewellery holds substantial cultural, emotional, and financial value. Gold, including variations like pink gold and blush gold, remains the cornerstone of this market.

The sector is projected to grow at a compounded annual growth rate (CAGR) of 5.7% over the next decade, reaching about USD 124.70 billion by 2030. This growth reflects the expanding middle class, increasing disposable incomes, and a strong inclination towards gold and diamond jewellery as part of cultural and marriage-related traditions.

Diamond jewellery, particularly popular in bridal segments, is expected to see a higher growth rate of 6.6% from 2024 to 2030. The rise in demand is further supported by a consumer shift towards luxury and branded jewellery, and economic factors like increased urbanization and rising GDP per capita. With a young median age of around 27 years, the demographic is driving demand in bridal and fashion jewellery segments. The future of India's jewellery market looks promising with the integration of technology in sales and production.

Online sales channels are growing rapidly, projected to expand at over 8% CAGR, indicating a shift towards digital consumer habits. Despite offline stores dominating with over 85% of sales, online channels are gaining traction due to increased consumer trust and the convenience of digital shopping. Major industry players are enhancing their online presence, using websites for promotions and engaging customers through social media and digital ads. Technologies like augmented reality offer virtual try-ons, enhancing the online shopping experience. However, challenges such as ensuring authenticity and managing returns are critical to gaining wider consumer trust. As e-commerce platforms continue to evolve, the online jewellery market in India is poised for significant expansion, promising a larger market share in the coming years.

As of the first quarter of 2024, the gold market has demonstrated notable dynamics in both demand and supply. Mine production has increased by 4% year-on-year to 893 tonnes, setting a record for the first quarter. This rise in production is accompanied by a significant 12% increase in recycled gold, which reached 351 tonnes, marking the highest recycling supply since the third quarter of 2020. This increase in recycling is largely a response to higher gold prices.

On the demand side, various sectors showed different levels of activity. Jewellery fabrication demand stood at

535 tonnes. Investment in physical gold bars and coins remained robust, though there was a noticeable decline in investment through exchange-traded funds (ETFs) and similar products, reflecting a mixed sentiment among investors. The overall investment demand decreased by 28% compared to the previous year, mainly due to reduced purchases in ETFs, despite the steady demand for physical gold items.

The spot price of gold, as reported at the end of April 2024, remains high, underlining the strong and continuous demand. This price strength is partly driven by significant purchases by central banks and resilient consumer demand across various markets. Central bank buying, in particular, has been a consistent source of demand, although it fell short of the previous year's record pace.

### ECONOMIC OVERVIEW

The global economy has been characterized by a rocky recovery, grappling with financial sector turmoil, continued high inflation, and geopolitical disruptions. The International Monetary Fund (IMF) notes a reduction in global growth forecasts, with expected growth falling to 2.8% in 2023 from 3.4% in 2022, before a slight recovery to 3.0% in 2024. Advanced economies are particularly impacted, with growth projections significantly reduced. Amidst these economic conditions, gold prices surged to record highs, reflecting its enduring status as a safe haven. The World Gold Council highlighted an 8% increase in the average price of gold in 2023 over the previous year, underscoring gold's appeal during times of economic uncertainty.

In India, the economy has demonstrated considerable resilience, buoyed by strong domestic demand and robust growth in sectors like manufacturing and construction. Despite a global downturn, India's GDP growth remained strong, supported by a revival in private consumption and significant industrial production. However, government spending saw a contraction which offset some of the gains in other areas of the economy.

In India, the jewellery market has seen mixed impacts. While investment in gold through ETFs saw substantial inflows, suggesting a strong investment demand, the physical gold jewellery market experienced weaker demand in the first quarter of 2024 compared to the previous year. This was primarily due to high local gold prices which dampened consumer enthusiasm for jewellery purchases. Additionally, economic fluctuations and higher customs duties on gold imports contributed to shifts in market dynamics.

The seasonal patterns of gold buying related to cultural and agricultural cycles continued to play a critical role in India. Festivals like Diwali and Akshaya Tritiya, Aadi Utsav (Aadi 18) and Basant Panchami along with the wedding season, stimulated gold purchases, although the volumes were affected by the high price levels. The demand for gold jewellery in rural areas, closely linked to the agricultural harvest seasons, underscores the sector's dependence on broader economic and environmental factors.

The gold and jewellery industry globally and in India has navigated through a complex economic landscape shaped by inflation, geopolitical issues, and domestic economic policies. While gold remains a critical asset in times of uncertainty, the jewellery sector faces challenges that require adjustments to new economic realities and consumer behaviours.

### MARKET SEGMENTATION

The Indian gold and jewellery market is segmented based on various product types, materials, and consumer demographics, reflecting a rich diversity in offerings and consumer preferences. Necklaces and rings dominate the product segment, with necklaces accounting for a significant revenue share due to their popularity across various styles and demographics. Rings, particularly valued for their cultural significance in engagements and weddings, are seeing growth with increasing demand for personalized options.

Gold remains the most widely used material, cherished for its cultural, emotional, and financial value, with innovative variants like blush and pink gold emerging. The diamond segment is also notable, especially in bridal jewellery, with expected growth driven by its essential role in marriage engagements.

Women are the primary consumers, though the market for men's jewellery is expanding, including products like rings, pendants, and bracelets, reflecting broader fashion trends and a shift towards high-end items. Regionally, the market varies, with South India known for its diamond cutting and intricate gold jewellery, while West India benefits from robust infrastructure like Surat's diamond cutting and polishing facilities.

The market faces challenges such as price fluctuations in precious metals and international competition, particularly from countries like China. However, opportunities abound with the adoption of new technologies and expansion into innovative product lines and markets.

### CHALLENGES IN MARKET POSITIONING

The Indian gold and jewellery industry is navigating several significant challenges in its market positioning. Economic

volatility and regulatory changes, such as fluctuations in gold prices and adjustments in customs duties, directly impact the cost structure and demand within the sector. Additionally, the industry faces stiff competition from global markets, particularly from countries like China, where lower labour costs and improving craftsmanship make them formidable competitors. Changing consumer preferences, especially among the younger demographic who favour luxury items like diamonds and platinum, require domestic jewellers to adapt their offerings and marketing strategies to remain relevant. The integration of technology in manufacturing and retailing is also crucial, with innovations such as virtual reality and online sales platforms becoming increasingly important for engaging customers and streamlining operations. Moreover, the COVID-19 pandemic has significantly affected consumer spending on non-essential items and disrupted traditional retail channels, although recovery is underway with the help of digital sales and enhanced online customer experiences. To effectively overcome these challenges, Indian jewellers need to focus on product diversification, embrace technological advancements, and improve operational efficiencies.

### MONSOON

The impact of the monsoon on the gold and jewellery industry in India is closely tied to agricultural productivity, as a significant portion of gold demand in the country comes from rural areas where the economy is largely dependent on agriculture. In 2024, the Indian Meteorological Department (IMD) has predicted a normal monsoon season, which generally bodes well for agricultural yields and, consequently, for gold purchases. A good monsoon leads to a prosperous harvest, increasing the disposable income among rural populations, who are likely to invest in gold, a traditional asset.

However, despite the forecast for normal rainfall, certain areas experienced below-normal rains in 2024 due to El Niño conditions, which could affect the agricultural output and thus potentially dampen the usual post-monsoon surge in gold buying. The fluctuating conditions, such as transitioning El Niño to neutral and the variable regional rainfall, can introduce some uncertainty in predicting the exact impact on gold sales for the coming months.

Moreover, the broader economic context, including global market trends and domestic economic policies, continues to play a significant role in shaping the gold market dynamics in India, influencing both price and demand beyond just the agricultural linkage.

### CHANGES IN LIFESTYLE

The gold and jewellery industry in India is undergoing significant transformations due to changes in lifestyle and



consumer preferences. The entry of international luxury brands has shifted buying behaviours, particularly among the younger population who increasingly favour platinum and diamond jewellery as luxury items. This trend is challenging domestic players to enhance their offerings in design, quality, and aesthetics to compete on a global scale. Concurrently, the rise of online retail is reshaping sales strategies, with a marked increase in the use of digital platforms for marketing and transactions. This digital shift caters to a tech-savvy consumer base, demanding convenience and personalized shopping experiences. Despite these changes, traditional gold jewellery continues to hold significant cultural importance, particularly during festivals and weddings, but there is a noticeable trend towards modern designs and materials to appeal to diverse consumer tastes.

### Risk associated with business and mitigation plans

To mitigate the adverse impact, TMJL has spearheaded certain tangible initiatives like adoption of technology to the hilt, high value product diversification like studded items, MRP, third party branded items in the portfolio etc. It has also directed its resources to improve efficiency & productive matrix to improve the performance on a sustainable basis.

The monsoon impact is limited to agricultural income based customers profile. There are two seasons for harvesting in Indian terrain, if one harvest failed, there is a likelihood that next one will give bountiful yields in agricultural activities. Other than the agri based customers, a lot of income is generated out of service sector engagement and also external remitters from natives employed outside the hometown. For the reasons stated above, TMJL does not find it difficult to manage the vagaries of monsoon. This aspect is well captured in the last five years of growth in the company.

Fortunately for TMJL, being a regional player though the trend is shifting to other discretionary consumer spends, it has not affected the local demand for jewellery. State of Tamilnadu is the largest consumer for gold in the entire country. Household savings is applied more on gold for traditional and cultural reasons besides time tested social compulsions connected with weddings. Going forward, shift can be made to less weight gold ornaments to take the heat out of ever increasing gold price impact on sales.

### Economic risk

Economic slowdown can affect the demand and the sales for the company.

Mitigation: The Company has a diversified product portfolio that generates robust sales from either category to balance any uncertain circumstances. The present Indian economy

is quite strong as commodity prices have been stable. Since jewellery industry is always associated with wedding and other traditional occasions and demand for jewellery remain constant.

### Competition risk

Increasing competition from new entrants as well as existing ones.

Mitigation: The Company manufactures quality products and better services and offers that at a reasonable price to reach people through communications via different media. It undertakes extensive promotion and advertising to create value, positioning and recall for the power brands.

### Margin risk

Lack of control over the cost, may lead to lower profitability and can impact future growth prospects.

The centralised procurement policy, by which our team anticipates stock requirement and make bulk purchases at the time when gold price is low. The economies of scale and correct procurement timing enable the company to significantly reduce the cost of the raw material. The company procures a certain quantum of gold on lease from banks and purchases gold on daily basis on the actual sale made by it. This strategy safeguards the company from gold price fluctuation.

### Gold price fluctuation risks

Gold price fluctuation risk could arise on account of frequent changes in gold prices either up or downside momentum. It could have adverse impact on earnings. We are maintaining our inventory price hedging around 89:11 basis. This will help the company with any gold price fluctuation. Your Board will take appropriate action in managing the fluctuation impact in gold price movement from time to time.

### Change in Government Policies

New government regulations pertaining to taxation and banking stringent norms will affect the demand and supply chain.

Your company with help of well-experienced IT and managerial personnel, the implications of all these regulations are clearly analysed, interpreted and necessary compliance measures are undertaken.

### Human Resources

Employee attrition may affect the operation of the Company.

Mitigation: The Company encourages new talent and provides specialised training to the sales force to ensure the roots are grounded well, improving the performance

standards, improving incentive scheme to the employees and positively contribute towards growth of the company.

### Seasonal Risk:

Sluggish sales of products due to seasonal changes may affect profitability of the Company.

Mitigation: The wide ranged designed product profile and customized product will help against the seasonal ups and downs.

### Compliance risk

Non-compliance of regulations may raise the operation risk for the Company.

Mitigation: The Company has a structured internal control system in place to ensure all statutory rules and regulations are met including changes in taxation and other regulatory framework.

### Cost management

The Company is improving meticulously its focus on cost through a resourceful operating system, increase in the production capacity and strengthening of manufacturing units and various sourcing points are being pursued to reduce manufacturing costs and also delivering quality product at lower price. Logistics facilities are strengthened. Synergy optimization in various cost components is achieved.

### Internal control systems and their adequacy

The Company has in place adequate system of internal control. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

Some significant features of the internal control systems are:

- Documenting Major Business Processes including financial reporting, Computer Controlling, Security Checks and Top Committee level Plans
- A comprehensive information security policy and continuous upgrades to IT system
- Audit Committee of the Board of Directors, comprising independent directors, which is functional since October 2007, regularly reviews the audit plans, significant audit

findings, adequacy of internal controls, compliance with Accounting Standards, as well as, reasons for changes in accounting policies and practices, if any.

- A well established multi-disciplinary Internal Audit team, which reviews and reports to management and the Audit Committee about the compliance with internal controls and the efficiency and effectiveness of operations and the key process risks
- Monthly meeting of the top management committee to review operations and plans in key business areas
- Corporate policies on accounting and major processes.
- Well-defined processes for formulating and reviewing annual and long term business plans.
- Preparation and monitoring of annual budgets for all trading activities.
- Having introduced and continually upgraded, improved and fine-tuned state of the art Enterprise Resource Planning (ERP) since August 2008, supplier Relations Management and Customer Relations Management, to connect its different locations, dealers and vendors.

### Anti-fraud programme

The Board takes responsibility for the total process of risk management in the organization. The Audit Committee reviews reports covering operational, financial and other business risk areas. Taking into Consideration the high risk associated with this business, the organization and management have taken necessary measures towards achieving an environment free of fraud. This is also facilitated by internal audit. The business risks are managed through cross functional involvement and intense communication across businesses. Results of the risk assessment and residual risks are presented to the senior management.

### Information Technology

Thangamayil Jewellery Limited has a jewellery retail-based information technology savvy department deploying the best retail solutions in the market to enhance, develop, support and maintain our retail business activity across all our showrooms

Thangamayil has developed an information technology team to test and maintain our own solutions across the showrooms. As a base platform for our ERP we used SAP Business One solution across the showrooms. End to end application to meet the requirements of Jewellery retail business needs, right from purchase of ornament to sale of it, customer management and inventory handling.

Thangamayil jewellery E-commerce is a first of its kind in online jewellery retail segment with an in-store experience

of selling 22kt gold ornaments, silver articles, diamond and platinum jewels. The in-store experience to a customer is to view more variety ornaments on every online visit (not a confined catalogue) with the store price. The ornaments are real photographed pictures with exact product details and real time priced based on the market rate of gold and silver.

### Human resources & industrial relations

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the productivity, equality and accountability at functional levels.

With the changing and turbulent business scenario, the Company's basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels motivating

them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities.

In order to keep the employees skill, knowledge and business facilities updated, ongoing in house and external training is provided to the employees at all levels. The effort to rationalize and streamline the work force is a continuous process. The industrial relations scenario remained harmonious throughout the year.

Note: Forward looking statements embedded in the Management Discussion and Analysis above is based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.



## FINANCIAL OPERATIONS

### RESULTS OF OPERATIONS

#### 1) Net Revenue from Operations (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change	% of Change
Sale of Products	3,82,678	3,15,255	67,423	21.39%

Sales for the financial year 23-24 have increased by 21.39% when compared to the previous year.

#### 2) Other Income (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change	% of Change
Other Operating Income	541	335	206	61.38%

The other operating income represents interest on fixed deposits and other operating income for the year.

#### 3) Gross Profit (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change	% of Change
Revenue from Operations	3,82,678	3,15,255	67,423	21.39%
Less: Cost of Consumption	3,45,799	2,85,532	60,267	21.11%
Gross Profit	36,879	29,723	7,156	24.08%

#### 4) Profit Before Tax (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change	% of Change
Profit before Taxation	16,508	10,794	5,714	52.93%

During the year, the company earned profit before tax is ₹ 16,508 lakhs as against net profit of ₹ 10,794 lakhs due to higher gold price realisation.

#### 5) Total Comprehensive Income (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change	% of Change
Total Comprehensive Income After taxation	12,360	7,961	4,399	55.26%

For the year company earned net profit after tax of ₹ 12,324 lakhs and a comprehensive income of ₹ 36 Lakhs. This increase is on account of higher gross profit margin and increased operations.

## FINANCIAL CONDITION

### Overview

#### 1. Equity Share Capital

The issued, subscribed and paid-up capital as at March 31, 2024 stood at ₹ 2,744 lakhs. During the year company issued 1:1 bonus share to eligible shareholders.

#### 2. Other Equity

Other Equity stood at ₹ 46,574 lakhs as against ₹ 37,507 lakhs in the previous year.

#### 3. Property, Plant and Equipment and Intangible Assets

During the year, we capitalized ₹3,657 Lakhs to our gross block comprising ₹3,350 lakhs for Plant & Machinery, Building, Furniture & Fittings and other assets and balance of ₹307 lakhs for Computer Equipment's including Software. Company having net block of Property plant and equipment for the year ended 31st March 2024 is ₹12,265 lakhs as against ₹9,902 lakhs in the previous year.

#### 4. Inventories

Inventories amounted to ₹118,923 lakhs as at 31st March 2024 as against ₹98,234 lakhs as at the previous year end.

#### 5. Trade Receivables

Trade Receivables amounted to ₹426 lakhs as at 31st March 2024 as against ₹317 lakhs as at 31st March 2023.

#### 6. Cash and Cash equivalents

Cash and bank balances with banks amounts to ₹1,358 lakhs as against ₹566 lakhs in the previous year.

#### 7. Bank Balance other than cash and cash equivalents

Bank balance other than Cash and cash equivalents with banks amounts to ₹6,822 lakhs as against ₹7,073 lakhs in the previous year. The decrease is on account of reduction of gold metal facilities against fixed deposits.

#### 8. Other Current Assets

Other Current assets including advance of suppliers and margin money paid to hedging purpose amounting to ₹3,097 lakhs as against ₹4,719 lakhs in the previous year.

#### 9. Current Liabilities

Current liabilities amounting to ₹85,014 lakhs (previous year ₹70,467 lakhs) includes secured loan from banks, current maturities on long term loans and trade creditors for raw materials and creditors for advertising and promotion spends, packing materials, advance received from customers and creditors for capital purchases.

#### 10. Working Capital

The Company has a Working Capital (including cash and bank balances) of ₹45,750 lakhs as at 31st March 2024 as against ₹40,522 lakhs as at 31st March 2023. The increase in working capital is on account of internal accruals and long term borrowings.

#### 11. Debt Equity Ratio

Your Company has got Average Net Debt Equity ratio of 1.84 as at 31.3.2024 as against 2.01 as at 31.03.2023.

#### 12. Current Ratio

Your Company having current ratio 1:1.54 as at 31.3.2024 as against 1:1.58 as at 31.03.2023

#### 13. Interest Coverage Ratio

Your Company having interest coverage of 5.99 times as at 31.3.2024 as against 4.47 times as on 31.03.2023.

#### 14. Inventory Turnover Ratio

Your Company has got inventory turnover ratio of 3.52 times as at 31.3.2024 as against 3.64 times as at 31.03.2023

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

[Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

The present report has been compiled in accordance with the guidelines set forth by the Securities and Exchange Board of India (SEBI) for Business Responsibility and Sustainability Reporting (BRSR). Its principal aim is to demonstrate enhanced transparency regarding the ways in which enterprises generate value by actively contributing to a sustainable economy. The report highlights our unwavering dedication to creating long-term value for our stakeholders while simultaneously promoting sustainable development.

## SECTION A: General Disclosures

### 1. Details of the Entity

Sl no.	Particulars	Response
1.	<b>Corporate Identity Number (CIN) of the Entity</b>	L36911TN2000PLC044514
2.	<b>Name of the Entity</b>	Thangamayil Jewellery Limited
3.	<b>Year of incorporation</b>	2000
4.	<b>Registered office address</b>	124 Nethaji Road, Madurai, Tamil Nadu -625001
5.	<b>Corporate address</b>	25/6, Palamcenter, 2nd & 3rd Floor, Near Ramakrishna Mutt, New Natham Road, Narayanapuram, Madurai, Tamil Nadu 625014
6.	<b>E-mail</b>	companysecretary@thangamayil.com
7.	<b>Telephone</b>	0452 2565553
8.	<b>Website</b>	www.thangamayil.com
9.	<b>Financial year for which reporting is being done</b>	2023-24
10.	<b>Name of the Stock Exchange(s) where shares are listed</b>	BSE Limited (BSE), National Stock Exchange of India Limited (NSE)
11.	<b>Paid-up Capital</b>	INR 27,43,91,640 (Divided into 2,74,39,164 equity shares of Rs. 10/- each)
12.	<b>Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report</b>	Mr. V. Vijayaraghavan, Company Secretary, Mobile number: +91 98941-49200, Email ID:companysecretary@thangamayil.com
13.	<b>Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).</b>	The disclosures under this report are made on standalone basis for Thangamayil Jewellery Limited, unless otherwise specified
14.	<b>Name of assurance provider</b>	None
15.	<b>Type of assurance obtained</b>	Not Applicable

## 2. PRODUCTS/SERVICES

### 16. Details of business activities (accounting for 90% of the turnover):

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Trade	Retail Sales	100%

### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Product/Service	NIC Code	% of total Turnover contributed
Gold jewellery	32111	89.39%
Silver articles	32111	7.42%
Diamond, Stones & Others	32111	3.19%

## 3. OPERATIONS

### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1*	We currently maintain a total of three offices, with two of them situated in Madurai and one office located in Mumbai. Additionally, our operational network encompasses a comprehensive count of 57 showrooms, encompassing both our registered office and various other locations	61
International	0	0	0

\*The Company has one manufacturing unit at Madurai.

### 19. Markets served by the entity:

#### a) Number of locations

Locations	Number
National (No. of States)	1
International (No. of Countries)	0

#### b) Contribution of exports:

##### What is the contribution of exports as a percentage of the total turnover of the entity?

Considering that our company does not engage in any international market operations, this specific section is not applicable.

#### c) Type of Customers

**A brief on types of customers:** Our Company operates in the jewellery industry, employing a Business-to-Consumer (B2C) retail model. The company's core business involves sourcing jewellery from reputable suppliers and jewellers. These carefully curated jewellery pieces are then made available directly to end consumers, who purchase them for personal use.

In addition to being a retailer, Our Company also undertakes jewellery manufacturing and design services on a need basis. This allows customers to have bespoke pieces created according to their preferences and requirements.

We primarily cater to individual customers, referred to as end consumers, who seek to acquire jewellery items for personal adornment and self-expression. These customers are distinct from resellers or distributors who purchase jewellery for the purpose of further distribution or resale.

To provide a seamless shopping experience, Thangamayil operates through its own network of retail stores where customers can physically explore and select jewellery. Furthermore, our Company has embraced the digital realm by establishing an online e-commerce platform. This platform allows customers to conveniently browse and purchase a wide range of jewellery products from the comfort of their homes, expanding accessibility and convenience for potential buyers.

#### 4. EMPLOYEES

##### 20. Details at the end of the year of financial year:

###### a) Employees and workers (including differently abled):

S.No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	2112	1214	57%	898	43%
2.	Other than Permanent (E)	0	0	-	0	-
3.	Total employees (D + E)	2112	1214	57%	898	43%
Workers						
1.	Permanent (F)	Nil	Nil	-	Nil	-
2.	Other than Permanent (G)	Nil	Nil	-	Nil	-
3.	Total workers (F + G)	Nil	Nil	-	Nil	-

###### b) Differently abled Employees and workers:

S.No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently Abled Employees						
1.	Permanent (D)	5	4	80%	1	20%
2.	Other than Permanent (E)	0	0	-	0	-
3.	Total employees (D + E)	5	4	80%	1	20%
Differently Abled Workers						
1.	Permanent (F)	Nil	Nil	-	Nil	-
2.	Other than Permanent (G)	Nil	Nil	-	Nil	-
3.	Total workers (F + G)	Nil	Nil	-	Nil	-

##### 21. Participation/Inclusion/Representation of women:

Category	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	2	22.22
Key Management Personnel	5*	NIL	NIL

\*Key Management Personnel includes:

1 – Managing Director, 2- Whole time Director, 1-Company Secretary, 1- Chief Financial Officer



**22. Turnover rate for permanent employees and workers:**

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	19%	43%	29%	23%	47%	33%	48%	52%	42%
Permanent Workers	-	-	-	-	-	-	-	-	-

**5. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**
**23. Names of holding / subsidiary / associate companies / joint ventures:**

S. No.	Name of the holding/ subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Nil	Nil	Nil	Nil

**6. CORPORATE SOCIAL RESPONSIBILITY (CSR) DETAILS**
**24. CSR Details**

S. No.	Requirement	Response	
1.	Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes	Yes
		2023-24 (Rs. In lacs)	2022-23 (Rs. In lacs)
2.	Turnover	3,82,678	3,15,255
3.	Net worth	49,318	38,878

**7. TRANSPARENCY AND DISCLOSURES COMPLIANCES**
**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stake holder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	-	Nil	Nil	-
Investors (Other than shareholders)	Yes	Nil	Nil	-	Nil	Nil	-
Shareholders	Yes	Nil	Nil	-	Nil	Nil	-

Stake holder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and workers	Yes	Nil	Nil	-	Nil	Nil	-
Customers	Yes	Nil	Nil	-	Nil	Nil	-
Value Chain Partners	Yes	Nil	Nil	-	Nil	Nil	-

Our Company has developed an all-encompassing Stakeholder Management Policy aimed at establishing a structured framework for addressing concerns and grievances expressed by both internal and external stakeholders. This policy has been designed to proactively mitigate any potential social risks that could have a negative impact on the company's operations.

Adhering to the policy, our Company places significant emphasis on upholding the utmost level of confidentiality while handling grievances, thereby reducing conflicts and fostering strong stakeholder relationships. Stakeholders are strongly encouraged to utilize the dedicated channel for addressing grievances as outlined in the policy, particularly when alternative mechanisms are not readily accessible to them.

For more detailed information, please refer to the Stakeholder Management Policy, accessible through the following web link: <https://www.thangamayil.com/corporate/wp-content/uploads/2023/05/Stakeholder-Management-Policy.pdf>

We are proud to report that the Company has not received any complaints from any of its stakeholders. Our Company places great importance on its stakeholders and their satisfaction, and remains dedicated to upholding ethical standards and addressing any concerns promptly and transparently.

**26. Overview of the entity's material responsible business conduct issues:**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S.No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Energy Management	Opportunity	The retail sector of the jewellery industry presents an opportunity for energy management. Retail stores necessitate energy for their functioning, including lighting, heating, cooling systems, and electronic devices like computers and cash registers. By employing effective energy management process, the Company's retail stores can effectively curtail their energy consumption and associated expenses.	-	<b>Positive</b> - By effectively managing energy, retail stores can decrease their energy bills and operational expenses, leading to an enhancement in their profitability.
2	Customer privacy and data security	Risk and Opportunity	<p><b>Risk</b> Our Company faces a substantial peril regarding customer confidentiality since any unauthorized access or security breach to critical information can result in severe outcomes, such as financial losses, identity theft, and a loss of customer confidence. Such an eventuality can eventually cause harm to the company's reputation.</p> <p><b>Opportunity</b> The Company recognizes data security as a chance to safeguard their valuable trade secrets that encompass their designs, manufacturing processes, and supply chain. By integrating appropriate data security measures, it will mitigate the possibility of cyber-attacks, ultimately safeguarding their reputation and assets.</p>	Our Company has implemented robust measures to mitigate risks by upholding stringent data privacy policies, restricting access, utilizing password protection, employing firewalls, and employing NetCom Tier-3 certified software. Moreover, the company has set up dedicated server rooms to prevent any potential data leaks, and they consistently update and evaluate their IT security protocols to align with industry standards.	<p><b>Negative</b> If it fails to adequately protect the privacy of its customers, it will result in legal penalties and fines.</p> <p><b>Positive</b> The implementation of advanced cyber security solutions has reduced cyber security risks for both the company and its customers.</p>

S.No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Access and Affordability	Risk	In the jewellery industry, it is crucial for companies to find a delicate equilibrium between providing affordable options and upholding the perceived value of their products and services. Additionally, they must consider the enduring consequences of their pricing strategy and refrain from engaging in a race to the bottom.	Our Company has implemented measures to minimize potential risks by expanding their reach through the establishment of new physical stores and online platforms, capitalizing on economies of scale, and adopting a strategic approach to material procurement to curtail costs and provide affordable options for their customers. Moreover, they take a customer-centric approach to pricing and product offerings, with the aim of enhancing their competitiveness and minimizing potential hazards.	<b>Negative</b> - There is a potential risk of impacting sales as the affordability is directly proportional in maintaining profit margins.
4	Selling practices and product labelling	Opportunity	Critical Incident Risk Management (CIRM) will help our Company to avoid financial losses and reputational damage by proactively identifying and mitigating potential risks and incidents that could affect their operations, reputation, or financial performance, such as product quality issues, supply chain disruptions, or security incidents like theft or fraud.	-	<b>Positive</b> - It helps to minimize financial losses resulting from critical incidents, lower its insurance premiums, and safeguard its reputation.
5	Employee Engagement, Diversity & Inclusion	Opportunity	Engaging employees has led to increased productivity, innovation, and commitment to our Company's success. An inclusive work culture can also attract and retain top talent from diverse backgrounds, providing a competitive advantage for our Company.	-	<b>Positive</b> - The expenses related to acquiring and fostering human resources may be reduced.

S.No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Supply Chain management	Risk	Supply chain management can pose risks to our Company due to potential disruptions and ethical sourcing challenges, leading to delays in delivery, loss of sales, and reputation damage.	To mitigate supply chain risks, our Company carefully selects ethical suppliers with a proven track record. Our Company maintains regular communication with its suppliers to ensure that they meet quality, pricing, lead time, and social responsibility standards.	<b>Negative</b> - Supply chain disruption will result in higher production costs for the product. Positive - Reduction in costs, improving efficiency, and enhancing customer satisfaction.
7	Product Design & Life Cycle Management	Opportunity	Product design and life cycle management will provide several opportunities for our Company. By developing innovative and aesthetically appealing designs, it will attract customers. Furthermore, by managing the life cycle of its products, company will optimize its supply chain, reduce waste, and minimize environmental impact.	-	<b>Positive</b> - It can result in increased sales, lower production costs, and higher profitability for our Company.

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

### Table of Policies

P1	Anti-corruption or anti-bribery policy, Ethical Policy
P2	Supplier Code of conduct
P3	Health and Safety Policy
P4	Stakeholder Management Policy
P5	Human Rights Policy
P6	Environmental Policy
P7	Policy on Responsible Advocacy
P8	Corporate Social Responsibility Policy
P9	Cyber Security and Data Privacy policy

S. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>										
1	a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b) Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c) Weblink of Policies, if available	<a href="https://www.thangamayil.com/corporate/brsr-policies/">https://www.thangamayil.com/corporate/brsr-policies/</a> <a href="https://www.thangamayil.com/corporate/investor-informations/">https://www.thangamayil.com/corporate/investor-informations/</a>								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

**3. Do the enlisted policies extend to your value chain partners? (Yes/No)**

These extend to value chain partners wherever it is relevant and to the extent applicable.

**4. Name of the national and international codes /certifications/ labels / standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.**

Our Company has incorporated the Bureau of Indian Standards (BIS) across its entire range of jewellery products, thereby guaranteeing the quality and dependability of its offerings.

Moreover, our Company's operations adhere to the National Guidelines on Responsible Business Conduct (NGRBC), underscoring its unwavering dedication to ethical business practices.

**5. Specific commitments, goals and targets set by the entity with defined timelines, if any.**

During the financial year 2023-24, our Company has established a range of objectives to strengthen its sustainability endeavours and overall corporate social responsibility. These goals encompass the following:

- 1) Our Company aims to expand its training division to educate 100% of its employees and workers on Environmental, Social, and Governance (E, S & G) practices. The training program will comprehensively cover the company's actions and initiatives aimed at effectively addressing these issues.
- 2) Our company strives to conduct due diligence on suppliers to ensure their alignment with the company's governance values and standards by 2025.
- 3) A major focus is being placed on designing 100% recyclable and reusable products, in line with the company's sustainable practices.
- 4) Our Company targets an annual average reduction in electricity consumption of at least 1% to contribute to environmental sustainability. By fiscal year 2035, the company aims for a substantial reduction of at least 20% in electricity consumption compared to the base year of fiscal year 2025.
- 5) Our company is committed to reducing water withdrawal and actively promotes responsible water management practices by aiming for an average annual reduction in water usage.
- 6) Stakeholder engagement holds significant value for Thangamayil, and the company plans to conduct periodic assessments through formal means to actively involve stakeholders in the decision-making process.
- 7) Our company's commitment to reducing water withdrawal aligns with its environmental sustainability goals. By striving for an average annual reduction in water usage, it actively promotes responsible water management practices.

6. **Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met**

- i. Our Company has taken various initiatives to train its employees on Environment, Sustainability and Governance matters and is ongoing.
- ii. Due diligence on the Suppliers is an ongoing process and is progressing well.
- iii. The electricity and water consumption is being monitored on a regular basis and there is improvement in the consumption pattern for this year.

Further our Company is in the process of monitoring the goals and commitments set during the financial year 2023-24 on a periodic basis.

### **Governance, leadership and oversight**

7. **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements**

"I am delighted to present our organization's Business Responsibility and Sustainability Report, showcasing our dedication and advancements in addressing ESG (Environmental, Social, and Governance) challenges. Throughout the reporting period, we have actively engaged with environmental, social, and governance issues.

Our objectives have been centred on reducing our carbon footprint, fostering social inclusivity, and enhancing governance practices. Through the implementation of sustainable measures and optimization of resource consumption, we have made significant progress in reaching our environmental targets.

Demonstrating our dedication to societal well-being, the company offers a daily provision of 100-120 litres of buttermilk and 800 litres of water daily to all individuals at the Madurai showroom excluding minimal days of continuous rainfall. This initiative underscores our firm commitment to supporting the community and ensuring access to essential resources for everyone.

Moreover, we have nurtured a culture of diversity and inclusivity, offering equal opportunities and supporting employee well-being. Our dedication to ethical labour practices has generated a positive social impact in the communities where we operate.

To ensure robust governance, we have reinforced internal controls, transparency, and accountability mechanisms. We align our operations with global best practices and adhere to relevant regulations and standards, fostering integrity and trust among our stakeholders.

I take pride in highlighting our achievements, including sustainable practices throughout our supply chain, strategic partnerships to address social challenges, and recognition for our corporate governance practices.

While we celebrate these milestones, we acknowledge that our journey towards sustainable development is ongoing. We remain committed to continuously enhancing our ESG performance, setting ambitious targets, and collaborating with stakeholders to address complex challenges.

Together, we aspire to shape a future where our business not only prospers economically but also serves as a catalyst for positive change, ensuring a more sustainable and equitable world."

— **Ba. Ramesh**, Joint Managing Director - DIN - 00266368

8. **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).**

The Risk Management Committee has been entrusted with the highest authority to oversee and implement the Business Responsibility Policies. This committee bears the responsibility of ensuring the policies' compliance with relevant laws and regulations, as well as their alignment with the company's objectives and mission.

9. **Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details**

The Risk Management Committee has been assigned the authority to make decisions regarding all matters pertaining to sustainability issues. The Committee's responsibilities encompass supervising the formulation and execution of policies, procedures, and programs pertaining to sustainability. These responsibilities extend to managing the company's environmental impact, social responsibility, and governance practices, among other related areas.

The Company's Risk Management Committee comprises of:

Name	DIN	Position on the Committee	Designation
Balrama Govinda Das	00266424	Chairman	Managing Director
Ba. Ramesh	00266368	Member	Joint Managing Director
N.B. Kumar	01511576	Member	Joint Managing Director
Lalji Vora	01899070	Member	Independent Director
S. M. Chandrasekaran	08719332	Member	Independent Director

#### 10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Risk and Management Committee duly reviews the performance against enlisted policies and ensures that necessary followup actions are taken accordingly.									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Our Company has diligently adhered to all statutory obligations, demonstrating full compliance. The Board has thoroughly reviewed the company's operations and found no instances of non-compliance.									Quarterly								

#### 11. Independent assessment/ evaluation of the working of its policies by an external agency:

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Yes, all the policies of the Company are internally evaluated. Further, J.Sundharesan & Associates, specialising in Compliance, Governance and Sustainability advisory has provided a 'limited assurance' on certain Identified Sustainability Indicators based on NGRBC.								

#### 12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA



The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

# NA - Not Applicable

This section does not apply to the Company since it has already implemented comprehensive policies that encompass all the necessary aspects outlined in each of the 9 principles.

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

The purpose of this section is to assist organizations in showcasing their proficiency in integrating principles and core elements into critical processes and decisions. The Company has duly provided all mandatory disclosures as per the BSR framework. Efforts are underway to disclose leadership indicators for forthcoming fiscal years.

### PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE



#### A) ESSENTIAL INDICATORS:

##### 1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	<ul style="list-style-type: none"> <li>Code of Conduct and Director's Independence criterion</li> <li>Insider Trading Regulations</li> <li>Inclusive Growth and Equitable Development through CSR Initiatives</li> </ul>	100%

Key Managerial Personnel	5	<ul style="list-style-type: none"> <li>• Prevention of Sexual Harassment</li> <li>• Discipline at workplace</li> <li>• Insider Trading Regulations</li> <li>• Company Code of Conduct</li> <li>• Board Governance Training</li> </ul>	100%
Employees other than BOD and KMPs	26	<ul style="list-style-type: none"> <li>• Human rights training</li> <li>• Prevention of Sexual Harassment</li> <li>• Code of Conduct</li> <li>• Discipline at workplace</li> <li>• Induction Trainings</li> <li>• Insider Trading regulations</li> <li>• Privacy Awareness</li> </ul>	100%

The company acknowledges the significance of employee training as a catalyst for their personal and professional advancement, as well as for the overall prosperity of the business. We firmly believe that training constitutes a strategic investment that reaps long-term benefits for both individuals and the organization.

To ensure the utmost safety and quality in all our operations, the company implements comprehensive training programs for the Board of Directors, Key Management Personnel, Employees, and Workers. Our objective is to foster a culture of perpetual learning and enhancement, wherein each individual possesses the knowledge and skills necessary to perform their duties proficiently and securely.

We recognize that training is an ongoing endeavour, and we are steadfast in providing our employees with unwavering support and ample resources to realize their full potential. We firmly uphold that investing in our employees is integral to our triumph, and we will persistently prioritize their growth and development.

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:**

MONETARY					
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	None	NA	NA	NA	None
Settlement	None	NA	NA	NA	None
Compounding fee	None	NA	NA	NA	None

# NA - Not Applicable

NON-MONETARY				
Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	None	NA	NA	NA
Punishment	None	NA	NA	NA

# NA - Not Applicable

The company maintains a strong commitment to ethical and legal conduct in all operations, resulting in no instances of fines, penalties, or legal repercussions for the company, directors, or key managerial personnel.

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
<b>This particular section is not applicable to the Company</b>	

4. **Anti-corruption or Anti-bribery policy:** Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy

Our Company has implemented a comprehensive anti-corruption and anti-bribery policy that includes detailed guidelines and procedures to prevent and address instances of corruption and bribery within the organization.

Our Company ensures effective communication of the policy to all stakeholders and employees, promoting awareness and understanding of its principles. Regular training sessions and monitoring mechanisms are in place to ensure strict adherence to the policy across the organization.

Furthermore, the policy incorporates measures for reporting any suspected incidents of corruption or bribery. The Company has established a robust reporting and investigation framework to address such concerns promptly and thoroughly. The policy also outlines the consequences that individuals may face in the event of non-compliance with the policy, thereby reinforcing the importance of ethical conduct and accountability within Company.

For detailed information and access to the policy, kindly visit the following web link:

<https://www.thangamayil.com/corporate/wp-content/uploads/2023/05/Anti-Corruption-and-Anti-Bribery-Policy.pdf>

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2023-24	FY 2022-23
Directors	None	None
KMPs	None	None
Employees	None	None
Workers	-	-

- There was no disciplinary action that has been taken against any director, KMP, employees or workers of our Company by any law enforcement agency for charges of bribery or corruption.
- Our Company strictly adheres to a policy of zero-tolerance towards corruption, and we are dedicated to upholding the highest ethical standards and promoting transparency in our dealings. We acknowledge the importance of accountability and honesty in building trust with our stakeholders, and we strive to promote a culture of openness throughout our operations.

**6. Details of complaints with regard to conflict of interest:**

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA

**7. Corrective Actions:** Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest

There have been no fines, penalties or actions taken by regulators, law enforcement agencies, or judicial institutions related to cases of corruption and conflicts of interest, hence this section is not applicable to the Company.

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY 2023-24	FY 2022-23
Number of days of accounts payables	1.85	2.53

**9. Openness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	100%	100%
	b. Number of Trading houses where purchases are made from	570	575
	c. Purchases from top 10 Trading houses as % of total purchases from trading houses	34%	30%
Concentration of Sales	a. Sale to dealers / distributed as % of total sales	100%	100%
	b. Number of dealers / distributions to whom sales are made	-	-
	c. Sales upto 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	Nil	Nil
	b. Sales (Sales to related parties / Total Sales)	Nil	Nil
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties / Total Investments made)	Nil	Nil

## PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE



### A) ESSENTIAL INDICATORS:

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively:

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	Nil	Nil	Not Applicable
Capex	Nil	Nil	Not Applicable

- Sustainable sourcing: Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

In our company, Sustainable Sourcing entails ensuring that suppliers adhere to the utilization of ethically and responsibly sourced raw materials to manufacture high-quality products. The Company has adopted the following procedures for sustainable sourcing:

- Implementation of a traceability system:** The Company has implemented a traceability system to meticulously track the origin of raw materials utilized in the production process. This system ensures that there are no infringements upon human rights or environmental degradation.
- Development of policies and guidelines:** The Company has formulated comprehensive policies and guidelines that explicitly outline its unwavering commitment to ethical practices. These policies emphasize the sourcing of materials exclusively from certified and responsible suppliers.
- Establishment of long-term relationships with suppliers:** The Company actively engages in establishing enduring relationships with its suppliers. Through close collaboration, the Company works in conjunction with its suppliers to enhance their social and environmental performance.
- Regular assessment of supplier performance:** As part of the Company's dedication to sustainable sourcing, it consistently evaluates the performance of its suppliers. Priority is given to sourcing materials from certified sources that align with the Company's sustainability standards.
- Active collaboration with stakeholders:** The Company actively collaborates with various stakeholders to promote and advocate for sustainable sourcing practice

By implementing these measures, the Company ensures that its Sustainable Sourcing practices are effective in upholding ethical standards, environmental responsibility, and the production of superior quality products.

#### If yes, what percentage of inputs were sourced sustainably?

**100%**

- Processes in place to reclaim products for reuse, recycle and safe disposal of products at the end of life:**

Our Company, with a proactive stance towards responsible waste management, collaborates with certified recycling and disposal partners and adheres to stringent regulations and guidelines for the secure and responsible disposal of diverse forms of waste. Additionally, the Company undertakes efforts to educate its customers and stakeholders on the significance of responsible waste management to promote environmental considerations.

- Plastic:** Our Company has established a comprehensive process to ensure the safe reclamation of plastic materials, including packaging. Within its operations, the Company actively promotes the reuse of plastic materials whenever feasible to minimize waste generation.

**(b) E-waste:** The Company has implemented a systematic approach to the safe disposal of electronic waste (e-waste).

**(c) Hazardous Waste:** While the Company itself does not generate any hazardous waste, it acknowledges the potential exposure to such waste. Hence, the Company has robust procedures in place to guarantee the safe handling and disposal of hazardous waste in compliance with relevant regulations.

**(d) Other waste:** The Company has introduced a waste reduction and recycling program aimed at minimizing waste generation and fostering responsible waste management. Furthermore, the Company collaborates with suppliers to proactively minimize waste generation at its source by encouraging the use of sustainable materials and packaging.

Through these measures, the Company demonstrates its commitment to responsible waste management by prioritizing safe disposal practices, promoting recycling initiatives, and encouraging the adoption of sustainable materials across its operations and supply chain.

4. **Extended Producer Responsibility (EPR) Plan:** Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, Extended Producer Responsibility is applicable to our company. We recognize our role in managing the environmental impact of our products throughout their life cycle. As part of our commitment to sustainability, we are actively exploring and evaluating alternative materials to replace the limited usage of plastic within our operations.

The Company is currently in the process of obtaining the necessary EPR certificate from the Centralized Extended Producers Responsibility Portal for Plastic Packaging.

### PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS



#### A) ESSENTIAL INDICATORS:

##### 1. A) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	1,214	1,214	100%	1,214	100%	0	0	1214	100%	1,214	100%
Female	898	898	100%	898	100%	898	100%	0	0	898	100%
Total	2,112	2,112	100%	1,214	100%	898	100%	1214	100%	2,112	100%
Other than Permanent employees											
Male	Nil	-	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-	-
Total	Nil	-	-	-	-	-	-	-	-	-	-

**B) Details of measures for the well-being of workers:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent Workers</b>											
Male	Nil	-	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-	-
Total	Nil	-	-	-	-	-	-	-	-	-	-
<b>Other than Permanent Workers</b>											
Male	Nil	-	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-	-
Total	Nil	-	-	-	-	-	-	-	-	-	-

The company has chosen to enlist the services of workers on an as-needed basis by utilizing third-party contractors. In this arrangement, payments are channelled and handled by the agency responsible for recruiting and engaging these individuals.

C) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company.	0.27%	0.23%

**2. Details of retirement benefits, for Current FY and Previous Financial Year:**

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	96%	-	Yes	94%	-	Yes
Gratuity	99.60%	-	Yes	95%	-	Yes
ESI	83%	-	Yes	83%	-	Yes
Others, please specify	94%	-	Yes	94%	-	Yes
Workers	-	-	-	-	-	-

**3. Accessibility of workplaces:**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

We prioritize accessibility for differently abled employees, ensuring equal opportunities and a welcoming workplace. Through measures like ramps and elevators, we enable smooth and convenient access throughout our premises. Our commitment extends beyond legal requirements, fostering an inclusive environment where every individual can fully participate.

We regularly assess and enhance our accessibility provisions, considering feedback and following best practices. By promoting accessibility, we create a diverse and respectful workplace.

**4. Equal Opportunity Policy:**

Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, our Company upholds an Equal Opportunity Policy, which is aligned with our Human Rights Policy, to ensure fairness and eliminate discrimination. We have strict prohibitions against any form of discrimination based on factors such as race, sex, religion, age, disability, and more. Our commitment to equal opportunities is demonstrated through proactive measures aimed at preventing and addressing discrimination or harassment incidents.

To create an inclusive environment, we enforce policies that foster diversity and promote a workplace culture where all individuals can flourish. We prioritize providing equal opportunities to every employee, regardless of their background. We actively promote diversity and inclusion through training initiatives and awareness programs, reinforcing our dedication to equality.

Our overarching objective is to establish a workplace that is free from bias and prejudice, where every employee feels valued and supported. By setting a positive example within our organization, we contribute to the broader goal of building a more equitable society.

For detailed information and access to the policy, kindly visit the following

web link: <https://www.thangamayil.com/corporate/wp-content/uploads/2023/05/Human-Rights-Policy.pdf>

**5. Return to work and Retention rates of permanent employees and workers that took parental leave:**

Gender	FY 2023-24		FY 2022-23	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	86%	92%	44%	100%
<b>Total</b>	<b>93%</b>	<b>96%</b>	<b>72%</b>	<b>100%</b>

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:**

**Permanent Workers / Other than Permanent Workers**

The company does not employ any permanent workers; instead, all workers are engaged on an as-needed basis with the assistance of third-party vendors.

However, all received complaints are promptly brought to the attention of the process manager. The process manager assumes a crucial responsibility by thoroughly examining the particulars of the matter and identifying the appropriate course of action.

In the event that the complaint is deemed to be of a severe nature, it may be necessary to escalate the issue to higher levels of management. In such instances, the process manager may refer the complaint to the branch manager, who can further review the particulars and determine the subsequent actions.

If the complaint remains unresolved, the organization involves the group Human Resource Manager, who can offer supplementary assistance and direction in addressing the matter.

**Permanent Employees / Other than Permanent Employees**

Our Company prioritizes a fair and respectful work environment, ensuring every employee is treated with dignity. A comprehensive Whistle Blower and Protection policy is in place, providing clear instructions for reporting complaints and protecting employees from retaliation. Communication and training programs promote fairness, respect, and dignity. Open dialogue is valued, fostering a supportive and inclusive culture. Upholding the highest ethical standards, the Company creates a safe and motivated workplace for personal and professional growth. Long-term success is driven by a commitment to fairness and equity.



**7. Membership of employees and worker in association(s) or Unions recognised by the entity:**

	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	2112	Nil	-	1799	Nil	-
Male	1214	Nil	-	1081	Nil	-
Female	898	Nil	-	718	Nil	-
Total Permanent Workers	Nil	Nil	-	Nil	-	-
Male	Nil	Nil	-	Nil	-	-
Female	Nil	Nil	-	Nil	-	-

**8. Details of training given to employees and workers:**

	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (B)	% (B / A)	No. (C)	% (C / A)
Employees										
Male	1214	498	41%	522	43%	1081	374	35%	540	49%
Female	898	213	24%	386	43%	718	210	29%	345	48%
Total	2112	711	34%	908	43%	1799	584	33%	885	49%
Workers										
Male	Nil	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-
Total	Nil	-	-	-	-	-	-	-	-	-

**9. Details of performance and career development reviews of employees and workers:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	1214	1214	100%	1081	1081	100%
Female	898	898	100%	718	718	100%
Total	2112	2112	100%	1799	1799	100%
Workers						
Male	Nil	-	-	-	-	-
Female	Nil	-	-	-	-	-
Total	Nil	-	-	-	-	-

**10. Health and safety management system:**

- a) **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?**

Yes, Our Company has implemented an occupational health and safety management system.

The system encompasses the entirety of the company's operations, encompassing crucial areas such as comprehensive training in employee and worker health and safety, rigorous hazard identification and risk assessment, meticulous incident reporting and investigation, and continuous monitoring and enhancement. Its purpose is to establish a work environment that prioritizes the safety and well-being of all employees while ensuring strict adherence to pertinent health and safety regulations and standards.

- b) **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The company proactively conducts regular inspections to identify workplace hazards and assess associated risks. Through these inspections, every task performed is carefully analysed to determine appropriate control measures, ensuring the safety of workers and employees.

To foster a culture of safety, workers and employees are actively encouraged to report any incidents or potential hazards they encounter. Their input is valuable in identifying and addressing potential risks promptly, further enhancing workplace safety.

The Company places significant emphasis on training programs aimed at equipping workers and employees with the necessary knowledge and skills to mitigate risks. These training programs are conducted regularly to ensure that individuals are well-prepared to handle potential hazards and take preventive measures effectively.

When hazards are identified, the company takes immediate action to implement preventive measures. Prompt implementation of these measures plays a crucial role in mitigating risks and safeguarding the well-being of workers and employees.

By conducting regular inspections, encouraging incident reporting, providing comprehensive training, and promptly implementing preventive measures, the company demonstrates its commitment to prioritizing workplace safety. These proactive measures contribute to creating a secure work environment and reducing the potential for accidents or injuries.

- c) **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Our company places great emphasis on maintaining transparency in reporting work-related hazards by implementing clear and confidential channels. Workers receive regular training to enhance their ability to identify and report hazards effectively, fostering a proactive safety culture within the organization.

To ensure the prompt response to immediate risks, the company has established clear emergency procedures. These procedures equip workers with the necessary knowledge and guidance to respond swiftly and appropriately in emergency situations. By providing workers with a structured framework for action, the company prioritizes their safety and minimizes potential harm.

By maintaining transparent reporting channels and empowering workers through training and emergency procedures, the company demonstrates its commitment to creating a safe work environment. These measures enable the identification and mitigation of hazards, allowing for proactive risk management and the continuous improvement of workplace safety practices.

- d) **Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

The company extends non-occupational medical and healthcare services to all employees, encompassing preventive care, medical check-ups, vaccinations, insurance coverage, and health education programs. These comprehensive services foster a culture of well-being within the workplace, promoting the overall health and welfare of employees.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

**12. Measures to ensure a safe and healthy workplace:** Describe the measures taken by the entity to ensure a safe and healthy workplace.

The company prioritizes the establishment of a safe and healthy work environment for all employees on its premises. To achieve this, the following measures have been implemented:

- Employees are provided with suitable chairs for comfortable seating, promoting good posture and reducing the risk of musculoskeletal issues.
- A readily accessible and well-stocked first aid box is available, ensuring that immediate medical assistance can be provided if needed. Ample amenities are also provided to cater to the diverse needs of all staff members.
- Work areas are maintained in a clean, uncluttered, and well-lit condition, minimizing potential hazards and ensuring a safe working environment. Attention is given to ensuring that employees wear appropriate footwear to prevent accidents and injuries.
- Fire safety measures are in place, including the installation, regular maintenance, and clear labelling of fire extinguishers according to their specific fire types. This ensures prompt response and effective fire control in case of emergencies.
- Adequate air conditioning systems are provided to maintain a comfortable temperature within the work area, promoting productivity and employee well-being. Access to clean drinking water is also ensured, contributing to employee health and hydration.
- Regular and comprehensive assessments are conducted to identify and address potential hazards and risks that may be present within the workplace. These assessments enable proactive measures to be taken, ensuring the implementation of appropriate safety protocols and minimizing potential risks.

By implementing these measures, the company demonstrates its commitment to safeguarding the well-being of its employees and providing a secure work environment. These initiatives contribute to a positive work culture and enable employees to perform their duties with peace of mind, knowing that their safety and health are prioritized.

**13. Number of Complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

# NA - Not Applicable

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**15. Corrective Actions:** Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The Company diligently followed safety protocols in compliance with state and local regulations, ensuring the maintenance of high hygiene standards. As a testament to these efforts, there were no reported safety incidents throughout the year.

**PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS**

**A) ESSENTIAL INDICATORS:**
**1. Identification of stakeholders group:** Describe the processes for identifying key stakeholder groups of the entity

The Company has formulated a stakeholder engagement framework to enhance stakeholder identification, aiming to improve engagement effectiveness and uphold the company's reputation, trust-building, and value creation for all stakeholders. The framework includes:

**Two dimensions:** The framework incorporates two crucial dimensions for stakeholder identification - their interests and their level of influence. Considering both dimensions helps the organization identify stakeholders and determine appropriate modes and levels of engagement for each group.

**Criteria for identification:** In addition to the dimensions, the company considers several criteria when identifying stakeholder groups, including their level of dependency on the organization, the level of responsibility they hold towards the organization, the attention they receive from the organization, and their level of influence over it.

By utilizing this stakeholder engagement framework and taking into account these criteria, the company can effectively identify key stakeholders essential to its success and develop tailored engagement strategies that align with their needs and interests. This approach is critical for maintaining positive stakeholder relationships and achieving strategic objectives.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly /others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders & Investors	No	<ul style="list-style-type: none"> <li>Annual General Meeting</li> <li>Shareholder Meets</li> <li>Email,</li> <li>Stock Exchange (SE) intimations investor/analysts meet/</li> <li>Conference calls</li> <li>Annual report</li> <li>Quarterly results</li> <li>Media releases</li> <li>Company/SE website</li> </ul>	Quarterly, Half yearly and annually	Share price appreciation, dividends, Profitability and financial stability, Robust ESG practices, Climate change risks, cyber risks, Growth prospects
Government/ Regulatory authorities	No	<ul style="list-style-type: none"> <li>Reporting / Filings.</li> <li>Submissions/ Applications.</li> <li>Conclusion of assessments.</li> <li>Representations in person</li> <li>Attending Workshops conducted by the authorities</li> </ul>	On periodical basis as provided under relevant legislations	Discussions with regulatory bodies with respect to regulations, amendments, approvals and assessments.
Customer	No	<ul style="list-style-type: none"> <li>Events, Mails, SMS,</li> <li>Brochures,</li> <li>Website</li> </ul>	On periodical basis	To understand customer preferences, feedback and resolve their grievances.
Employees	No	<ul style="list-style-type: none"> <li>Counselling sessions, Interactive meetings,</li> <li>Internal management development programmes,</li> <li>Webinar.</li> </ul>	On regular basis	To keep employees updated and address their concerns.
Local Communities	No	<ul style="list-style-type: none"> <li>Meetings and briefings,</li> <li>Partnership in community development projects,</li> <li>Training and Workshops,</li> <li>Impact Assessments,</li> <li>Website</li> <li>Social Media.</li> </ul>	Need basis	Need assessment for CSR, Reviews and Addressing Grievances, if any
Board of Directors	No	<ul style="list-style-type: none"> <li>Board Meeting,</li> <li>Committee Meetings and briefings / familiarity programmes</li> </ul>	On regular basis	To review the performance of the company
Competitors	No	<ul style="list-style-type: none"> <li>Conferences,</li> <li>Events</li> </ul>	Need basis	To understand the market size and developments
Media	No	<ul style="list-style-type: none"> <li>Press Releases,</li> <li>Events</li> </ul>	On periodical basis	To create awareness about products and services

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly /others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Professional & Consultants	No	<ul style="list-style-type: none"> <li>• Reports</li> <li>• Legal Opinions</li> </ul>	On periodical basis	Compliance to legal requirements, advice on business, legal, tax and environment etc related issues.
Industry Associations	No	<ul style="list-style-type: none"> <li>• Trade events</li> <li>• Conferences</li> <li>• Newsletter</li> <li>• Publications</li> </ul>	Need basis	For networking opportunities and to stay updated on industry news and trends.
Suppliers	No	<ul style="list-style-type: none"> <li>• Assessment, Review, Meetings, calls, training, workshop and webinar</li> <li>• Website</li> <li>• social media</li> </ul>	Need basis	Queries/suggestions/ assurance/complaints etc. Raising our concerns with suppliers
Designers/ Artists	No	<ul style="list-style-type: none"> <li>• Email</li> <li>• Telephone</li> </ul>	On periodical basis	To understand new trends in market

## PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS



### A) ESSENTIAL INDICATORS:

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employee</b>						
Permanent	2112	2112	100%	1799	1799	100%
Other than permanent	Nil	-	-	-	-	-
<b>Total Employees</b>	<b>2112</b>	<b>2112</b>	<b>100%</b>	<b>1799</b>	<b>1799</b>	<b>100%</b>
<b>Worker</b>						
Permanent	Nil	-	-	-	-	-
Other than permanent	Nil	-	-	-	-	-
<b>Total Workers</b>	<b>Nil</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**2. Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Permanent	2112	26	1%	2086	99%	1799	138	7.67%	1661	92.33%
Male	1214	12	1%	1202	99%	1081	39	3.60%	1042	96.40%
Female	898	14	2%	884	98%	718	99	13.78%	619	86.22%
Other than permanent	Nil	-	-	-	-	-	-	-	-	-
Male	Nil	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-
<b>Workers</b>										
Permanent	Nil	-	-	-	-	-	-	-	-	-
Male	Nil	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-
Other than permanent	Nil	-	-	-	-	-	-	-	-	-
Male	Nil	-	-	-	-	-	-	-	-	-
Female	Nil	-	-	-	-	-	-	-	-	-

\*All workers of the Company are exclusively engaged through third-party contractors, and payments for their services are directly sent to the respective agency responsible for their engagement.

**3. Details of remuneration/salary/wages**
**a. Median Remuneration / wages (Amount in INR)**

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BOD)*	7	72,00,000 (Sitting fee 35,000)	2	30,000 (Sitting Fee)
Key Managerial Personnel **	2	32,02,256	0	0
Employees other than BOD and KMP	1205	3,20,830	896	1,82,146

\* The Board of Directors comprises all Directors, including five Independent Directors and one Non-Executive Director, who are not on the company's payroll as employees.

\*\* Key Managerial Personnel includes Company Secretary and Chief Financial Officer.

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	28.24%	28%

4. **Focal point for addressing human rights:** Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

The Human Resource Manager plays a vital role in addressing human rights impacts within the organization. Through their efforts, including addressing issues, conducting assessments, collaborating with stakeholders and external organizations, we are dedicated to identifying and mitigating any negative human rights impacts while striving to uphold the highest standards across all our operations.

Throughout the organization, our unwavering commitment to upholding the highest standards of human rights protection remains steadfast. The Human Resource Manager, supported by a dedicated committee, works diligently to identify, assess, and address any potential human rights risks or violations. This proactive approach demonstrates our commitment to ensuring a safe, inclusive, and respectful working environment for all employees.

5. **Internal mechanisms in place to redress grievances related to human rights issues:** Describe the internal mechanisms in place to redress grievances related to human rights issues.

The company has established effective internal mechanisms to address grievances related to human rights issues. These internal mechanism plays a vital role in addressing grievance redressal on human rights issues within organizations. By establishing clear policies, providing accessible channels for reporting, conducting thorough investigations, and promoting awareness and training, organizations can create a culture of respect and accountability. Through these efforts, organizations can demonstrate their commitment to upholding human rights and contribute to a safer and more equitable workplace for all.

6. **Number of Complaints on the following made by employees and workers:**

Category	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	None	Nil	Nil	None
Discrimination at workplace	Nil	Nil	None	Nil	Nil	None
Child Labour	Nil	Nil	None	Nil	Nil	None
Forced Labour/ Involuntary Labour	Nil	Nil	None	Nil	Nil	None
Wages	Nil	Nil	None	Nil	Nil	None
Other human rights related issues	Nil	Nil	None	Nil	Nil	None

7. **Prevention of discrimination and harassment cases:** Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company has implemented a comprehensive whistle blower policy and Prevention of Sexual Harassment (POSH) policy. These policies establish a framework that empowers employees to report any unethical or illegal behaviour and raise concerns about wrongdoing without the fear of facing retaliation. The company places a strong emphasis on maintaining the confidentiality of the complainant's details.

In cases involving sexual harassment, the company handles them with utmost sensitivity and confidentiality. Protecting the complainant and preventing any further victimization are of paramount importance. The company ensures that all



such cases are treated with the necessary care and attention they deserve, creating a safe and supportive environment for everyone.

**8. Human rights requirements forming part of your business agreements and contracts: Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Our primary focus is to collaborate with suppliers who demonstrate a steadfast commitment to upholding human rights without any infringements. This commitment encompasses unwavering compliance with relevant laws and regulations, while fostering a culture of ethics, integrity, and profound respect for human rights across all dimensions of our operations.

**9. Assessments for the year:**

Category	% of your plants and offices that were assessed (By entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

**10. Corrective Actions to address significant risks / concerns arising from the assessments:** Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

There were no significant risk/concern that arose on its self-assessment and from the diligence of customers. The company has a robust policy to address human right issues such as child labour, forced labour, sexual harassment, discrimination, and wages. Regular assessments and training are conducted to prevent violations. The company takes prompt and effective corrective action, including legal action, if necessary, in the event of any violations. Policies and procedures are continuously reviewed and strengthened to ensure human rights are upheld across all operations.

**PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT**



**A) ESSENTIAL INDICATORS:**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>From renewable sources</b>		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	-	-

<b>From non-renewable sources</b>		
Total electricity consumption (D)	231888.40	20826.0612
Total fuel consumption (E)	0.000016	0.000015
Energy consumption through other sources (F)	0	0
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>231,888.40</b>	<b>20826.06</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>231,888.40</b>	<b>20826.06</b>
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees in lakhs)	0.60	0.06
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) IMF PPP index for FY -23-24 is 22.4 & for FY 22-23 is 22.16	0.027	0.003
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

The Company has not conducted any independent assessment, evaluation or assurance by an external agency.

2. **Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India:**

This particular section is not applicable, as the Company has not been identified as designated consumer under Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-2024	FY 2022-2023
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	46,252.8	39398.10
(iii) Third party water	3,854.4	3283.175
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	50107.2	42681.275
Total volume of water consumption (in kilolitres)	50107.2	42681.275
Water intensity per rupee of turnover (Water consumed / turnover Rs. in lakhs)	0.131	0.135
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) IMF PPP index for FY -23-24 is 22.4 & for FY 22-23 is 22.16	0.0058	0.0061
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The Company has not conducted any independent assessment, evaluation or assurance by an external agency.

**4. Provide the following details related to water discharged:**

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface Water	NA	NA
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
(ii) To Groundwater	NA	NA
No treatment	46252.80	39398.10
With treatment – please specify level of treatment	NA	NA
(iii) To Seawater	NA	NA
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
(iv) Sent to third-parties	NA	NA
No treatment	3854.40	3283.17
With treatment – please specify level of treatment	NA	NA
(v) Others	NA	NA
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	50107.20	42681.27

**5. Mechanism for Zero Liquid Discharge:** Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Our company operates in the retail sector, does not generate any wastewater as part of its business operations. The primary use of water in our company is for non- industrial purpose such as sanitation, cleaning, and other similar activities, resulting in minimal wastewater production. As a result, we do not generate wastewater in quantities that necessitate the implementation of a Zero Liquid Discharge System.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2023-2024	FY 2022-2023
NOx	Not Applicable	Nil	Nil
SOx	Not Applicable	Nil	Nil
Particulate matter (PM)	Not Applicable	Nil	Nil
Persistent organic pollutants (POP)	Not Applicable	Nil	Nil
Volatile organic compounds (VOC)	Not Applicable	Nil	Nil
Hazardous air pollutants (HAP)	Not Applicable	Nil	Nil
Others – please specify	Not Applicable	Nil	Nil

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

The Company has not conducted any independent assessment, evaluation or assurance by an external agency

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-2024	FY 2022-2023
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	267.45	NA*
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	3,916.13	NA*
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations (Rs. in lakhs)	Metric tonnes of CO <sub>2</sub> equivalent	0.011	NA*
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 emissions / Revenue from operations adjusted for PPP) IMF PPP index for FY -23-24 is 22.4 & for FY 22-23 is 22.16	Metric tonnes of CO <sub>2</sub> equivalent	0.00049	NA*
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Metric tonnes of CO <sub>2</sub> equivalent	-	NA*
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

\*Not Assessed.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

The Company has not conducted any independent assessment, evaluation or assurance by an external agency.

8. **Project related to reducing Green House Gas emission:** Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Planting trees is indeed an effective way to combat climate change and promote environmental sustainability. Trees play a crucial role in mitigating the effects of climate change by absorbing carbon dioxide and releasing oxygen through the process of photosynthesis. They also provide numerous other benefits such as reducing air pollution, improving water quality, supporting biodiversity, and preventing soil erosion.

The Company's initiative to plant 1 crore seedballs and provide seed balls to our customers not only helps in offsetting carbon emissions but also raises awareness about the importance of environmental conservation. By involving our customers in this initiative, we are encouraging them to be actively engaged in creating a healthier planet.

The Company has so far issued 601,860 seed balls to its customers.

Reducing carbon footprints is crucial for mitigating climate change, and planting trees is a tangible step towards achieving that goal. Trees act as carbon sinks, absorbing CO<sub>2</sub> from the atmosphere and storing it in their biomass.

Furthermore, our initiative can inspire others to take action and demonstrate the power of collective efforts in creating a better future. By highlighting the benefits of planting trees and involving our customers, we are spreading awareness and encouraging a broader movement towards environmental sustainability.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2023-2024	FY 2022-2023
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	11.49	6.41
E-waste (B)	3.2	Nil
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G)	Nil	Nil
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Nil	Nil
Total (A+ B + C + D + E + F + G + H)	14.69	6.41
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations Rs. in lakhs)	3.8	2.0
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) IMF PPP index for FY -23-24 is 22.4 & for FY 22-23 is 22.16	0.1696	0.0903
Waste intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
<b>Category of waste</b>		
(i) Recycled	Nil	Nil
(ii) Reused	Nil	Nil
(iii) Other recovery operations	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
<b>Category of waste</b>		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations (Channelling waste disposal through Madurai Municipal Corporation)	14.69	6.41
<b>Total</b>	<b>14.69</b>	<b>6.41</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

10. **Waste management practices adopted in the establishment:** Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The company consistently evaluates and enhances the waste management practices aligning with the latest industry standards and best practices. By regularly reviewing these practices, we strive to optimize our waste management processes and minimize environmental impact.

In addition to our internal efforts, we place great importance on the environmental compliance of our suppliers. We ensure that all our suppliers adhere to the relevant environmental regulations, fostering a collective commitment to sustainable practices throughout our supply.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
The Company does not have any offices or operational sites in the vicinity of any ecologically sensitive area.			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Environmental Impact Assessment is not applicable to the Company.

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, the Company is fully compliant with all the applicable environmental laws/regulations/guidelines in India including but not limited to Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules.

## PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT



### A) ESSENTIAL INDICATORS:

1. A) **Affiliations with trade and industry chambers/ associations:** Number of affiliations with trade and industry chambers/ associations.

Thangamayil Jewellery Limited has affiliations with 5 trade and industry chambers/associations.

- B) **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1.	Federation of Tamil Nadu Chambers of Commerce & Industry (FTCCI)	State
2.	Madurai Jewellery Retailers Association	State
3.	Gem and Jewellery exports promotion Council	National
4.	Indian Bullion Jewellers Association (IBJA)	National
5.	The Jewellers & Diamond Trade Association – Madras (MJDTA)	State

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities:

Name of authority	Brief of the case	Corrective action taken
The Company has not engaged in any anti-competitive conduct.		

## PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT



The Company prioritizes its Social Policy, which encompasses diverse objectives including healthcare and wellness, public benefit through plant sapling, food assistance, education assistance, Gaushala funding, eye camps, and more.

Additionally, the Company actively engages in fostering the social and economic progress of the communities in which it operates. This commitment is reflected in its comprehensive Corporate Social Responsibility (CSR) policy, encompassing the formulation, implementation, monitoring, evaluation, documentation, and reporting of CSR activities.

Through its social investments, the Company addresses various community needs near its outlets and offices. These initiatives aim to create a positive and enduring impact on the well-being and development of the local communities it serves.

### A) ESSENTIAL INDICATORS:

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief de-tails of project	SIA Notifi-cation No.	Date of noti-fication	Whether conducted by inde-pendent ex-ternal agen-cy (Yes / No)	Results com-municated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affect-ed Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)	Relevant Web link
Not Applicable							

3. **Community redressal mechanism:** Describe the mechanisms to receive and redress grievances of the community.

The Branch Manager plays a pivotal role in handling community grievances by acting as a bridge between the business and the community. Their involvement facilitates effective communication and prompt resolution of concerns.

To streamline the process, the Company provides a toll-free number and email address dedicated to receiving community grievances. These accessible channels of communication make it convenient for community members to report any issues they may have.

By actively addressing and resolving community grievances, the Company demonstrates its commitment to building trust and fostering a strong relationship with external stakeholders. Open lines of communication and a proactive approach to addressing concerns contribute to a positive and mutually beneficial engagement between the business and the community.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Category	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	-	-
Sourced directly from within the district and neighbouring districts	100%	100%

**PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER**



The Company places great importance on responsibly engaging with and providing value to its consumers as a fundamental aspect of its business strategy. This not only builds trust and loyalty but also contributes to a sustainable future for all stakeholders.

The Company acknowledges the significance of engaging with consumers in a responsible manner, striving to meet their needs while minimizing adverse effects on society and the environment. It actively seeks to understand customer preferences and maintain transparent communication channels. By adopting a customer-centric approach, the Company aims to foster long-lasting relationships while upholding its commitment to social and environmental responsibility, thus contributing to a sustainable future.

**A) ESSENTIAL INDICATORS:**

1. **Consumer Complaints and feedback:** Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company offers a toll-free number and email address provided by the concerned authority, enabling consumers to express their concerns. This facility establishes a direct line of communication between consumers and the company, facilitating swift resolution of any issues that may arise.



Furthermore, the Company appoints a Branch Manager who is responsible for effectively addressing consumer concerns. Acting as a liaison between the consumer and the company, the Branch Manager ensures prompt resolution of any issues that may arise.

In summary, the provision of multiple communication channels for expressing grievances cultivates trust and goodwill between the company and external stakeholders. The prompt and effective addressing of concerns demonstrates the company's commitment to responsible corporate citizenship, fostering enduring relationships with the community.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100% (Bureau of International Standards)
Recycling and/or safe disposal	-

3. **Number of consumer complaints in respect of the following:**

Category	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other	Nil	Nil	-	Nil	Nil	-

4. **Details of instances of product recalls on account of safety issues:**

Particulars	Number	Reasons for recall
Voluntary recalls	0	Not Applicable
Forced recalls	0	Not Applicable

5. **Cyber security policy:** Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the company has implemented comprehensive policies regarding cybersecurity and data privacy to safeguard sensitive information. A dedicated IT team ensures the enforcement of rigorous data privacy measures, thereby ensuring the highest level of security.

The preservation of customer privacy holds paramount importance, and all customer complaints are addressed in a proactive manner. The company maintains a constant review and update of its IT security protocols to align with industry standards and best practices, thereby guaranteeing the continued protection of data.

Through these robust measures and continuous vigilance, the company consistently prioritizes the security of its systems and data, fostering trust among customers and stakeholders. For more details on the policy, please refer to the provided link: <https://www.thangamayil.com/corporate/wp-content/uploads/2023/05/Privacy-Policy.pdf>

**6. Corrective Actions:**

Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services

This section is not applicable to the Company as there have been no reported incidents of such issues till date.

**7. Provide the following information relating to data breaches:**

- a. Number of instances of data breaches - **Nil**
- b. Percentage of data breaches involving personally identifiable information of customers - **Nil**
- c. Impact, if any, of the data breaches - **Nil**

## OUR BRANDS

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## OUR PRODUCT PARTNERS

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# REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 27 of SEBI (LODR) 2015 of the Listing Agreement)

The following is a report on Corporate Governance code as implemented by your company.

## MANDATORY REQUIREMENT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes in transparency, professionalism and accountability, which are the basic principles of corporate governance. The Company would constantly endeavor to improve on these aspects. The Company's corporate governance philosophy has been further strengthened by adopting a Code of Business Conduct and Ethics and the Code of Conduct for Prevention of Insider Trading for board and senior management personnel.

The basic philosophy of corporate governance at TMJL is to achieve business excellence by creating and enhancing value for its stakeholders.

a) The Board of Directors and the Management of TMJL commit themselves to:

Strive towards enhancement of Shareholder value through;

- i) Sound business decisions
- ii) Prudent financial management and
- iii) High standards of ethics throughout the organization.

Ensure transparency and professionalism in all decisions and transactions of the company.

Achieve excellence in Corporate Governance by

- i) Conforming to and exceeding wherever possible, the prevalent mandatory guidelines on Corporate Governance.
- ii) Regularly reviewing the Board processes and the management systems for further improvement.

Thus, in TMJL we are committed to conduct our business in a manner which will ensure long-Term growth thereby maximizing value to shareholders, Customers, Employees and Society at large. The company recognizes that good corporate governance is essential to build and retain the confidence of its shareholders. Therefore, the company ensures that various disclosure requirements are complied with for effective corporate governance. To this end, the

company's philosophy on corporate governance is to endeavor to ensure:

1. That system procedure which monitors compliance with laws, rules and regulations are in place in each area of its Business.
2. That relevant information regarding the company and its operations is disclosed, disseminated and easily available to its shareholders and
3. That the Board of Directors is kept fully informed of all material developments in the company, the risks in its business and its operations and the rationale for management's decisions and recommendations, so that the Board of Directors can effectively discharge their responsibilities to our shareholders.

The Company continues to undertake an Audit of its secretarial records and documents by a Practicing Company Secretary in respect of compliance with the applicable provisions of the Act, Listing Agreement with the Indian Stock Exchanges and the applicable regulations and guidelines issued by Securities and Exchange Board of India. A copy of the Secretarial Audit Report for the period under review is a part of the Annual Report.

### CORPORATE CODE OF CONDUCT

The activities and conduct of the company and its employees are governed by the code of conduct of the company. The major salutary principles prescribed by the code of conduct are:

1. Conduct of business in consonance with National interest.
2. Fair and accurate presentation of Financial Statements.
3. Practicing politically non- alignment.
4. Maintaining quality of product and services.
5. Being a good corporate citizen.
6. Ethical conduct.
7. Commitment to enhance shareholder value and statutory compliance.

## BOARD OF DIRECTORS

### Composition of the Board

The Company has adopted the corporate governance principles to ensure that the Board functions with utmost transparency, is independent and enables the stakeholders to take informed decisions. To this effect, steps have been taken to ensure that the Board consists of distinguished members with expertise in various fields. The Board at TMJL is fully aware of its responsibilities to the company, to the stake holders and to the regulatory authorities and is working towards achieving utmost transparency.

The Company is managed and controlled by a professional Board comprising a blend of Executive and Non-executive Directors. As at March 31, 2024, the Company's Board consists of 9 directors and is headed by its Chairman and Managing Director, Mr. Balarama Govinda Das, out of which, 5 are Non- executive Independent Directors. None of the Directors on the Company's Board is a Director in more than 15 Companies, neither a Chairman of more than five Committees nor a member of more than 10 Committees. All the Directors have made necessary disclosures regarding their Directorship and Chairmanship/Committee Membership in other Companies.

The appointment of the Chairman and Managing Director and Joint Managing Directors including the tenure and terms of remuneration, are approved by the members at their general meetings.

Nine Board meetings were held during 2023-2024 and the gap between two meetings did not exceed four months. The dates, on which the Board meetings were held, are as follows:

02nd May 2023, 22nd May 2023, 05th June 2023, 05th July 2023, 18th July 2023, 24th July 2023, 01st November 2023, 01st February 2024 and 25th March 2024.

The independent directors of the Board are experienced, competent and highly renowned in their respective fields. The independent directors take active part at the Board and committee Meetings which brings value to the decision-making process of the board.

### Non-executive directors- compensation

The Non-executive directors are paid a sitting fee for attending the board meetings and are not paid any other compensation in any other form.

The previous Annual General Meeting was held on 05th July 2023. Composition, Status, Attendance at the Board Meetings, and the last Annual General Meeting (AGM):

Name of Director	Status	No. Of Board Meetings		Attendance At the last AGM	No. Of other Companies on which Director *(other than Pvt. Ltd. Companies)	No. of committees** other than Thangamayil Jewellery Ltd in which member
		Held during the year	Attended during the year			
Mr. Balarama Govinda Das (Chairman, Managing Director)	Promoter and Executive	9	9	Yes	-	-
Mr. Ba.Ramesh (Joint Managing Director)	Promoter and Executive	9	9	Yes	-	-
Mr. N. B. Kumar (Joint Managing Director)	Promoter and Executive	9	9	Yes	-	-
Mr. S. Rethinavelu	Independent Non-executive	9	6	Yes	-	-
Mr. LaljiVora	Independent Non-executive	9	9	Yes	-	-
Mr. V.R. Muthu	Independent Non-executive	9	5	Yes	1	-
Mrs. Yamuna Vasini deva dasi	Promoter and Non-executive	9	6	Yes	-	-
Mr.S.M. Chandrasekaran	Independent Non-executive	9	8	Yes		
Rajakumari Jeevagan	Independent Non-executive	9	6	Yes		

\* Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\*\* Audit Committee, Remuneration Committee and Shareholders'/Investors' Grievance Committee

### Adoption of Code of Conduct

The Company has adopted Codes of Conduct for Executive Directors and Senior Management and Non-Executive Directors separately. The Managing Director has given a declaration to the effect that all the Directors and Senior Management personnel of the Company have affirmed compliance with the Code.

### Access to information and Updation to directors:

The board reviews all information provided periodically for discussion and consideration at its meetings in terms of SEBI (Listing obligations and disclosure requirements) Regulation, 2015 of the Listing Agreement. Functional heads are present whenever necessary and apprise all the directors about the developments. They also make presentations to the board and audit committee of directors.

Apart from this, the observations of audit carried out by the internal auditors and report submitted by the statutory auditors of the Company are placed and discussed with respective heads. The board also reviews the declarations made by the chairman and Managing director and secretary of the Company regarding compliance of all applicable laws on quarterly basis.

Decisions taken at the board / committee meetings are communicated to the respective divisions. Action taken report on decisions of previous meetings is placed at every succeeding meeting of the board / committee for reporting the compliance.

### Appointment / Re-appointment of directors:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the Listing Agreement with the Stock Exchanges, a brief resume of directors, proposed to be re-appointed, nature of their expertise in specific areas, their other directorships and committee memberships, their shareholdings and their relationships, if any, with other directors are provided in the notice convening the ensuing annual general meeting of the Company.

### AUDIT COMMITTEE

During the year, four meetings of the Audit Committee were held on 22nd May 2023, 24th July 2023, 01st November 2023 and 01st February 2024.

The Chairman of the Audit Committee also attended the Company's last Annual General Meeting.

The following table summarizes attendance of Audit Committee members during the year under review:

Name of the person	Designation	No. Of meetings held during the tenure	No. Of Meetings Attended
Sri. S. Rethinavelu	Chairman	4	3
Sri. Ba.Ramesh	Member	4	4
Sri. V.R.Muthu	Member	4	2
Sri.SM Chandrasekaran	Member	4	4

Sri. V. Vijayaraghavan, Company Secretary is the Secretary of the Committee.

The role of the Committee shall be as under:

- Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on;
  - Any changes in accounting policies and practices.
  - Matter included in the Director's responsibility Statement.
  - Major accounting entries based on exercise of judgment by management.
  - Qualifications in draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance with stock exchange and legal requirements concerning financial Statements.
  - Any related party transactions i.e. Transaction of the company of material nature, with promoters or the management, their subsidiaries or relatives etc, that may have potential conflict with the interests of company at large.
- Reviewing with the management, external and internal auditor, on adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official

heading the department, reporting structure coverage and frequency of internal audit.

6. Discussion with internal auditors on any significant findings and follow up there on.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
8. Discussions with external auditors before the audit commencement about the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern.
9. Reviewing the company's financial and risk management policies.
10. Reviewing the Management Discussion and Analysis of financial condition and results of operation;
11. Recommending to the Board, the appointment and fixation of remuneration of Cost and Secretarial Auditors;
12. Reviewing reports of Cost audit, Secretarial audit and discussion with Secretarial Auditors on any significant findings by them;
13. Reviewing the Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.

In addition to the above, the Audit committee shall also mandatorily review the following:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

## NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee of the Company is empowered to review the remuneration of the Managing Director and the Executive Directors.

The Remuneration Committee consists of 3 Independent Directors (including the Chairman of the Committee. The composition of the Remuneration Committee and attendance at its meeting is as follows:

Name of the person	Designation	Meeting Attended
Sri. S. Rethinavelu	Chairman	3
Sri. LaljiVora	Member	4
Sri. V. R. Muthu	Member	2
Sri. Balarama Govinda Das	Member	4

Sri. V. Vijayaraghavan, Company Secretary is the Secretary of the Committee.

The terms of reference of the Remuneration Committee are:

- The Remuneration Committee recommends to the board the compensation terms of the executive directors.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the company and the shareholders.

### Remuneration Policy

The remuneration of the Managing Director and Joint Managing Directors is recommended by the Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macroeconomic review on remuneration packages of heads of other organisations and is decided by committee members.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/or commission (variable components) to its Managing and Joint Managing Directors. The

remuneration package of whole time Directors has been calculated in accordance with the requirements of schedule V of the Companies Act, 2013. Annual increments are decided by the Remuneration Committee within the salary scale approved by the Members and are effective April 1, annually.

A sitting fee of ₹ 5,000/- for attendance at each meeting of the Board and committee, is paid to its Members (excluding Whole-time Directors).

### Remuneration of Non-Executive Directors

The Non-Executive Directors do not receive any remuneration from the Company, apart from the sitting fees. No significant material transactions have been made with the Non-Executive Directors vis-à-vis the Company.

The components of the total remuneration vary for different grades of employees and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his individual performances, etc. The annual variable pay of senior managers is linked to the Company's performance in general and their individual performance for the relevant year is measured against specific major performance areas which are closely aligned to the Company's objectives.

Remuneration of employees largely consists of basic remuneration, perquisites, allowances, and performance incentives.

The Directors' remuneration in respect of the Financial Year 2023-24, is given below:-

₹ in Lakhs

Name	Designation	Remuneration Salary up to a Maximum
Balarama Govinda Das	Managing Director	72
Ba.Ramesh	Joint Managing Director	72
N.B.Kumar	Joint Managing Director	72

The Company has not issued any stock option to its Directors / Employees.

All decisions relating to the remuneration of Directors are taken by the Remuneration Committee with the approval received from Board as well as the members of the Company.

The Directors' remuneration as mentioned above consists of fixed salary component payable to them.

Particulars of Sitting Fees paid and Details of Shareholding of independent directors during the financial year 2023-24.

Name of the Directors	Sitting Fees (in ₹)	No of Equity Shares Held
Mr. S. Rethinavelu	30,000	-
Mr. LaljiVora	45,000	200
Mr. V.R. Muthu	25,000	-
Mrs. Yamuna Vasini Devadasi	30,000	61,790
Mr.S.M. Chandrasekaran	40,000	-
Smt Rajakumari Jeevagan	30,000	
<b>Total</b>	<b>2,00,000</b>	<b>61,990</b>

### STAKEHOLDERS' GRIEVANCE AND RELATIONSHIP COMMITTEE

The primary role of the investor grievance committee is:

- To specifically look into the Redressal of Investors' Grievances pertaining to:
  - Transfer of shares
  - Dividends
  - Non-receipt of declared dividend.
  - Non-Receipt of Annual Report
  - Complaints with respect to dematerialization of Shares,
  - To look into other related issues towards strengthening investors' relations.

The committee has the following members:

Name of the person	Designation	Meetings Attended
Sri. LaljiVora	Chairman	4
Sri. Balarama Govinda Das	Member	4
Sri. Ba. Ramesh	Member	4
Sri N.B.Kumar	Member	4

Sri. V. Vijayaraghavan, Company Secretary is the Secretary of the Committee

All the investors' complaints were resolved as on 31st March 2024 and no complaints were pending at the year end.

### CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises,

To review the CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013; To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Corporate Social Responsibility Committee as at March 31, 2024 and the details of Members' participation at the Meetings of the Committee are as under:

Name of the person	Designation	Meeting held and Attended
Sri. Balarama Govinda Das	Chairman	4
Sri. LaljiVora	Member	4
Sri. Ba. Ramesh	Member	4
Sri.N.B. Kumar	Member	4

Sri. V. Vijayaraghavan, Company Secretary is the Secretary of the Committee.

The company has spent a sum of ₹ 185.18 lakhs towards the following activities in the financial year ended 31.03.2024

S.No	Details	Rs. In lakhs
1	Health Care & wellness	19.28
2	Food Assistance	15.09
3	Education Assistance	6.46
4	Gaushala Funding	127.52
5	Eye Camp	16.83
	<b>Total</b>	<b>185.18</b>

As against ₹184.62 lakhs to be spent, the company has spent a sum of ₹185.18 lakhs.

### RISK MANAGEMENT COMMITTEE

In terms of reference following are the brief responsibilities of the committee

1. Overseeing of risk management performed by the executive management.
2. The BRM policy and framework formulated in line with local legal requirements and SEBI guidelines
3. Risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.

5. Within its overall scope as aforesaid, the Company shall review risks trends, exposure, and potential impact analysis and mitigation plan.

The committee has the following members

Name of the person	Designation	Meeting held and Attended
Sri. Balarama Govinda Das	Chairman	4
Sri. Ba. Ramesh	Member	4
Sri.N.B. Kumar	Member	4
Sri. LaljiVora	Member	4
Sri. S.M. Chandrasekar	Member	4

Sri. V. Vijayaraghavan, Company Secretary is the Secretary of the Committee.

### INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 02nd February 2024, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

### CAPEX COMMITTEE

The Capex Committee was constituted to review the technical and financial viability of the showroom and manufacturing units. The board has approved Capex on manufacturing units and new showroom modernisation and other developmental activities.

### RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing obligations and disclosure requirements) Regulation, 2015 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

To the extent the provisions of section 188 is applicable, we have obtained necessary approvals from the Audit Committee as well as Board as required under the Act and



the details of such transactions have been attached in the Directors report at appropriate place.

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (Ind AS 24) has been made in the notes to the Financial Statements.

## DISCLOSURES

### Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large

Details of transactions of a material nature with any of the related parties as specified in Indian Accounting Standard (Ind AS)24 issued by the Institute of Chartered Accountants of India has been reported in the Notes to the Accounts. There is no transaction of a material nature with any of the related parties which is in conflict with the interests of the Company.

### Proceeds from public issues, right issues, preferential issues

During the year, the Company did not raise capital through public, rights and/or preferential issue.

### Details of non-compliance by the Company, penalties imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

There was no such instance of non-compliance during the last three years.

## Management

i) The Management Discussion and Analysis Report forms a part of the Annual Report and is in accordance with the requirements laid down in SEBI (Listing obligations and disclosure requirements) Regulation, 2015.

ii) No material transaction was entered into by the Company with the Promoters, Directors or the Senior Management that may have a potential conflict with the Company's interests.

**All mandatory requirements have been appropriately complied with and the non-mandatory requirements are dealt with at the end of the report.**

## Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all

employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.thangamayil.com](http://www.thangamayil.com). The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

## Postal ballots

For the year ended March 31, 2024, there were no ordinary or special resolutions that need to be passed by our shareholders through a postal ballot.

## Means of communication to shareholders

The board believes that effective communication of information is an essential component of corporate governance. The Company has started regularly interacting with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

## Quarterly results:

The unaudited quarterly financial results of the Company will be published in English and vernacular newspapers. These are not sent individually to the shareholders.

## Newspapers wherein results are normally published

The results are normally published in any one of the English newspapers viz. Business Line, The Hindu, Indian Express, and in a Tamil viz., Dinamalar, DinaThanthi and DinaMani.

## Website:

The company has in place a web site addressed as [www.thangamayil.com](http://www.thangamayil.com). In terms of the Listing Agreement pertaining to electronic data information filing and retrieval, the financial results and the quarterly distribution schedules as filed with the Stock Exchanges. These details

are also published in the Company's website. The Company makes use of its website for publishing official news releases and presentations, if any, made to institutional investors / analysts.

### Share Transfer Agent (STA) & share transfer system:

With a view to rendering prompt and efficient service to the shareholders, M/s. Link Intime India Private Limited, Coimbatore which has been registered with SEBI as share transfer agents in Category I, has been appointed as the share transfer agent of the Company (STA). The shareholders have also been advised about this appointment of STA to handle share registry work pertaining to both physical and electronic segments.

All matters connected with the share transfer both physical and electronic, dividends and other matters are handled by the STA located at the address mentioned elsewhere in this report.

Pursuant to SEBI (Depositories and Participants) Regulations, certificates have also been received from statutory auditor of the company for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.

The Company, as required under Listing Agreement, has designated the following e-mail ID, namely companysecretary@thangamayil.com for the purpose of registering complaints, if any, by the shareholders and expeditious redressal of their grievances.

Shareholders are, therefore, requested to correspond with the STA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend etc. at their address given in this report.

### Dematerialisation of shares and liquidity:

TMJL shares are tradable compulsorily in electronic form and, through M/s. Link Intime India Private Limited, Registrars and Share Transfer Agents; we have established connectivity with both the depositories, that is, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As at March 31, 2024, 100% of our shares were held in dematerialized form.

Category	Number of Shares	% of Total Equity
NSDL	2,50,68,767	91.36%
CDSL	23,70,397	8.64%
Total	2,74,39,164	100.00%

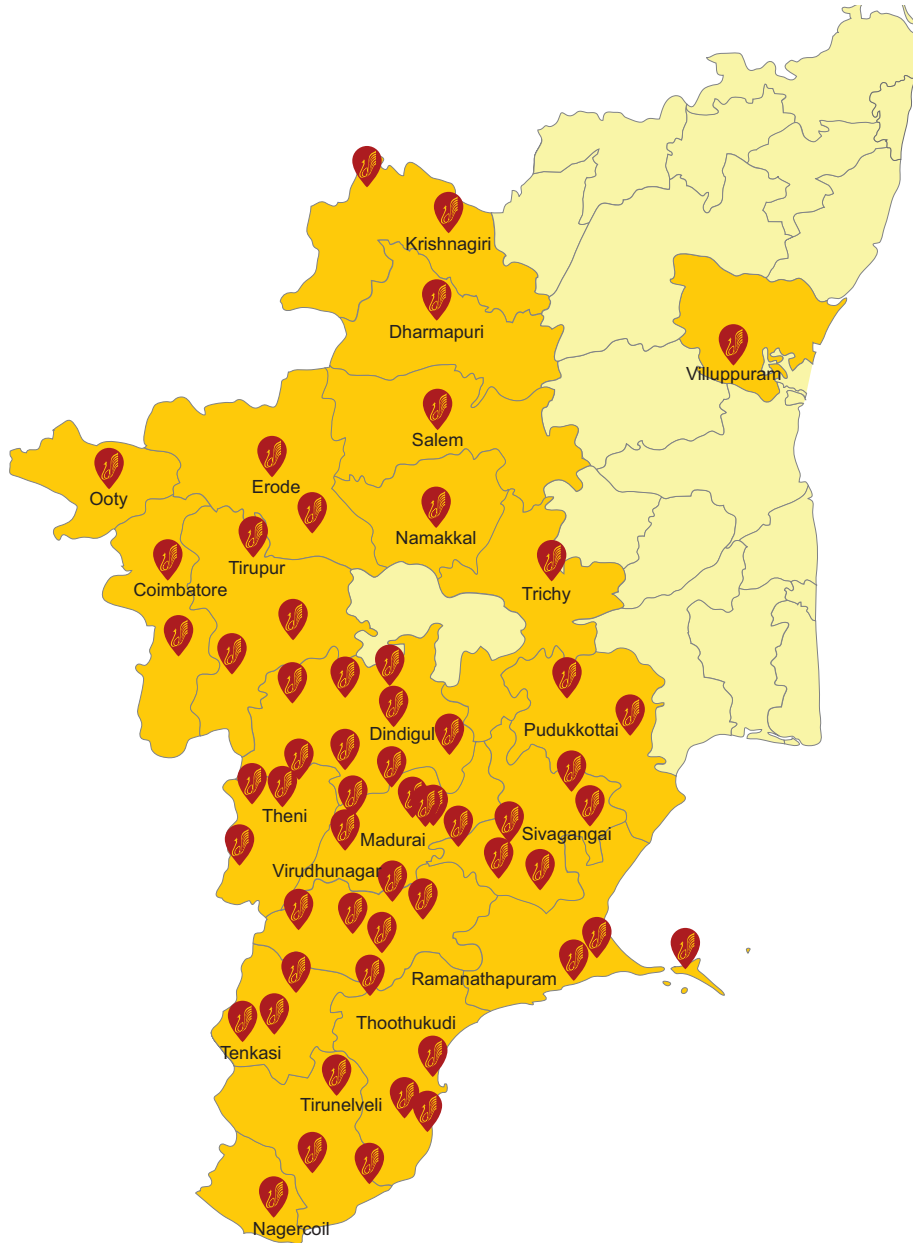
Company has not issued any Global Depository Receipt / American Depository Receipt / Warrant or any convertible instrument, which is likely to have impact on the Company's equity.

### Manufacturing & Show Room Locations

- Madurai (Show Room, Registered Office and Manufacturing)

#### Branches List

- Madurai - Nethaji Road
- Madurai - Annanagar
- Madurai - Kalavasal
- Madurai - Silwear Smile
- Madurai - Melur
- Madurai - Thirumangalam
- Rajapalayam
- Sivakasi
- Aruppukottai
- Virudhunagar
- Dindigul
- Palani
- Ottanchatram
- Batlagundu
- Theni
- Cumbum
- Karaikudi
- Sivagangai
- Ramnad
- Tirunelveli
- Tenkasi
- Valliyoor
- Sankarankovil
- Thisayanvilai
- Surandai
- Tuticorin
- Kovilpatti
- Coimbatore
- Coimbatore - Ganapathy
- Pollachi
- Tiruppur
- Dharapuram
- Udumalpet
- Gobichettipalayam
- Salem
- Namakkal
- Dharmapuri
- Krishnagiri
- Villupuram
- Nagarkovil
- Pudukottai
- Trichy
- Erode
- Kumbakonam
- Hosur
- Tiruppuvanam
- Devakottai
- Sattur
- Vadipatti
- Manamadurai
- Periyakulam
- Ooty
- Kilakarai
- Ilayangudi
- Natham
- Bodi
- Vedasandur



### Address for investor correspondence:

- i. For transfer / dematerialisation of shares Payment of dividend on shares and any other relating to the shares of the Company

M/S. Link Intime India Private Limited  
 "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore -641 028.  
 Tel: 0422 -4958995 | Fax: 0422 -2539835/836

- ii. For any query on annual report

Shri. V. Vijayaraghavan  
 Company Secretary  
 Mobile :9894149200

- iii. For investors grievance & general correspondence [companysecretary@thangamayil.com](mailto:companysecretary@thangamayil.com)

## GENERAL SHAREHOLDER INFORMATION

### Request to Shareholders

Shareholders are requested to follow the general safeguards / procedures as detailed hereunder in order to serve them efficiently and avoid risks while dealing in shares of the Company.

### Demat of Shares:

Shareholders are requested to convert their physical holding to demat/ electronic form through any of the depository participants (DPs) to avoid any possibility of loss, mutilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.

### Registration of Electronic Clearing Service (ECS) Mandate:

ECS helps in quick remittance of dividend without possible loss/delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the STA or their respective DPs.

Shareholders, whose signatures have undergone any change over a period of time, are requested to lodge their new specimen signature, duly attested, by a bank to the STA.

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA), enabling electronic delivery of documents including the Annual Report / Notices etc. to shareholders at their e-mail address previously registered with the Depository Participants (DPs)/Company/Registrars & Share Transfer Agents.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with M/s. SKDC Consultant at Coimbatore, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

### Consolidation of Multiple Folios:

Shareholders, who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

### Registration of Nominations:

Nomination in respect of shares-Section 72 (1) of the Companies Act, 2013 provides facility for making

nominations by shareholders in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his / her nominee without having to go through the process of obtaining succession certificate / probate of the Will etc.

It would, therefore, be in the best interests of the shareholders holding shares in physical form registered as a sole holder to make such nominations. Shareholders, who have not availed nomination facility, are requested to avail the same by submitting the nomination in form 2B. This form will be made available on request. Shareholders holding shares in demat form are advised to contact their DP's for making nominations.

### Updating of address:

Shareholders are requested to update their address registered with the Company, directly through the STA located at the address mentioned above, to receive all Communications promptly.

Shareholders, holding shares in electronic form, are requested to deal only with their depository participant (DP) in respect of change of address and furnishing bank account number, etc.

### SMS Alerts:

Investors are requested to note that National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have announced the launch of SMS alert facility for demat account holders whereby Shareholders will receive alerts for debits / credits (transfers) to their demat accounts a day after the transaction. These alerts will be sent to those account holders who have provided their mobile numbers to their Depository Participants (DPs). No charge will be levied by NSDL / CDSL on DPs providing this facility to investors. This facility will be available to investors who request for the same and provide their mobile numbers to the DPs. Further information is available on the website of NSDL and CDSL namely [www.nsdl.co.in](http://www.nsdl.co.in) and [www.cdslindia.com](http://www.cdslindia.com), respectively.

### Timely encashment of dividends:

Member can claim unpaid dividend from the company before transfer to the Investor Education and Protection Fund. As required by SEBI, Shareholders are requested to furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.

**Annual General Meeting:**

Date	Time	Venue
25th July 2024	11.30 AM	Tamilnadu Chamber of Commerce & Industry, No. 178B, Kamarajar Salai, Madurai – 625 009

**Financial Year: 1st April 2024 to 31st March 2025**

Financial calendar (Tentative and subject to change):

Financial reporting for the quarter ending:	
30th June 2024	Before 14th August 2024
30th September 2024	Before 14th November 2024
31st December 2024	Before 14th February 2025
31st March 2025	between 5th May and 28th May 2025

Date of Book Closure 19th July 2024 to 25th July 2024 (both days inclusive)

**Particulars of Dividend payment:**

The Board of Directors, at their meetings held on 01st February 2024 declared an interim dividend of ₹4 (i.e. 40%) per equity share of the face value of ₹10 each. The Board of Directors at its meeting held on 20th May, 2024 have recommended a payment of final dividend of ₹ 6 (i.e. 60%) per equity share of the face value of ₹10 each for the financial year ended 31st March, 2024. If approved, the total dividend (interim and final dividend) for the financial year 2023-24 will be ₹10 (i.e. 100%) per equity share of the face value of ₹ 10 each.

Total dividend pay-out for the FY 2023-24 amounting to ₹2,744 lakhs as against the total dividend of ₹10 (i.e. 100%) per equity share in the previous year (total dividend payout for the year FY 2022-23 amounting to ₹1,646 lakhs)

**The particulars of payment to Statutory Auditors on consolidated basis are given below:**

Particulars	Amount in ₹ Lakhs
For Statutory Audit	22.00
For Tax Audit	8.00
For Limited Review	13.00
For Certification work, tax representation work etc.,	7.00
<b>Total</b>	<b>50.00</b>

## Other Disclosures

Particulars	Regulations	Details	Website link for details / policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year that have conflict with the interest of the company. Transactions entered into with related party during the financial year were in the ordinary course of business and at arms length basis and were approved by the audit committee. The Board approved policy for related party transactions is uploaded in the web-site of the company	<a href="https://www.thangamayil.com/corporate/wp-content/uploads/2019/06/Related-Party-transactions-policy.pdf">https://www.thangamayil.com/corporate/wp-content/uploads/2019/06/Related-Party-transactions-policy.pdf</a>
Details of non-compliance by the Company, penalty, strictures imposed on the company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V (C) 10(b) to the SEBI Listing Regulations	Nil	
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company	<a href="https://www.thangamayil.com/blogging/wp-content/uploads/2019/06/Whistle-Blower-Policy.pdf">https://www.thangamayil.com/blogging/wp-content/uploads/2019/06/Whistle-Blower-Policy.pdf</a>
Discretionary requirements	Schedule II Part E of the SEBI Listing Regulations	1. The auditors' report on financial statements of the Company are unqualified. 2. Internal auditors of the Company, make quarterly presentations to the audit committee on their reports.	

Particulars	Regulations	Details	Website link for details / policy
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No.D&CC/FIT T/ Cir-16/2002 Dt. December 31, 2002.	Reconciliation of Share Capital Audit Report duly verified by our Statutory Auditor is being submitted to the Stock Exchanges on quarterly basis.	
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2024. The Annual Report of the Company contains certificate by the Chairman and Managing Director of the Company.	<a href="https://www.thangamayil.com/bloggng/wp-content/uploads/2019/06/Code-of-conduct.pdf">https://www.thangamayil.com/bloggng/wp-content/uploads/2019/06/Code-of-conduct.pdf</a>
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	Regular Annual Dividend is being declared and recommended by the board to the share-holders of the company on a regular basis.	<a href="https://www.thangamayil.com/corporate/investor-informations/">https://www.thangamayil.com/corporate/investor-informations/</a>
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment/reappointment of Independent Directors are available on the Company's website.	<a href="https://www.thangamayil.com/bloggng/wp-content/uploads/2019/06/Code-for-independent-directors.pdf">https://www.thangamayil.com/bloggng/wp-content/uploads/2019/06/Code-for-independent-directors.pdf</a>
Familiarization Program	Regulations 25(7) and 46 of SEBI listing Regulations	The independent directors are imparted familiarization program regarding the industry scenario, competition, business risk vis-à-vis government regulation and other factor relating to growth and risk components are explained to them in detail	<a href="https://www.thangamayil.com/corporate/investor-relationship/reports/">https://www.thangamayil.com/corporate/investor-relationship/reports/</a>

In the table below the specific areas of focus or expertise of individual Board members have been highlighted.

Key Board Qualifications								
Directors	Area of Expertise							
	Financial	Diversity	Global Business	Leadership	Technology	Mergers & Acquisitions	Board Service & Governance	Sales & Marketing
Mr. Balarama Govinda Das (Chairman, Managing Director)	✓	✓	✓	✓	✓	-	✓	✓
Mr. Ba.Ramesh (Joint Managing Director)	✓	✓	✓	✓	✓	-	✓	✓
Mr. N.B. Kumar (Joint Managing Director)	✓	✓	✓	✓	✓	-	✓	✓
Mr. S. Rethinavelu Independent Director	✓	✓	✓	✓	-	✓	✓	✓
Mr. LaljiVora Independent Director	✓	✓	✓	✓	-	✓	✓	✓
Mr. V.R. Muthu Independent Director	✓	✓	✓	✓	-	✓	✓	✓
Mrs. Yamuna Vasini Deva Dasi Non-Executive Director.	✓	-	-	✓	-	-	-	-
Mr.S.M. Chandrasekaran Independent Director	✓	✓	✓	✓	-	✓	✓	
Smt. Rajakumari Jeevagan Independent Director	✓	✓	✓	✓	-	✓	✓	-

### Transfer of un-claimed / un-paid dividend / shares to IEPF:

Financial Year	Dividend Rs in lakhs	Number of Shares
2010-11	1.30	23*
2011-12	1.19	24*
2012-13	0.21	6*
2013-14	0.08	-
2014-15	0.06	441*
2015-16	0.04	215

\*Before issue of bonus shares

### Listing on Stock Exchanges:

The equity shares of the company are listed at The BSE Limited, and National Stock Exchange of India Limited, Mumbai. The Listing Fee has been paid up to date, to both the above Stock Exchanges.

### Stock Code/ Symbol:

BSE Limited Code No. **533158**

National Stock Exchange of India Limited Code No. **THANGAMAYL**



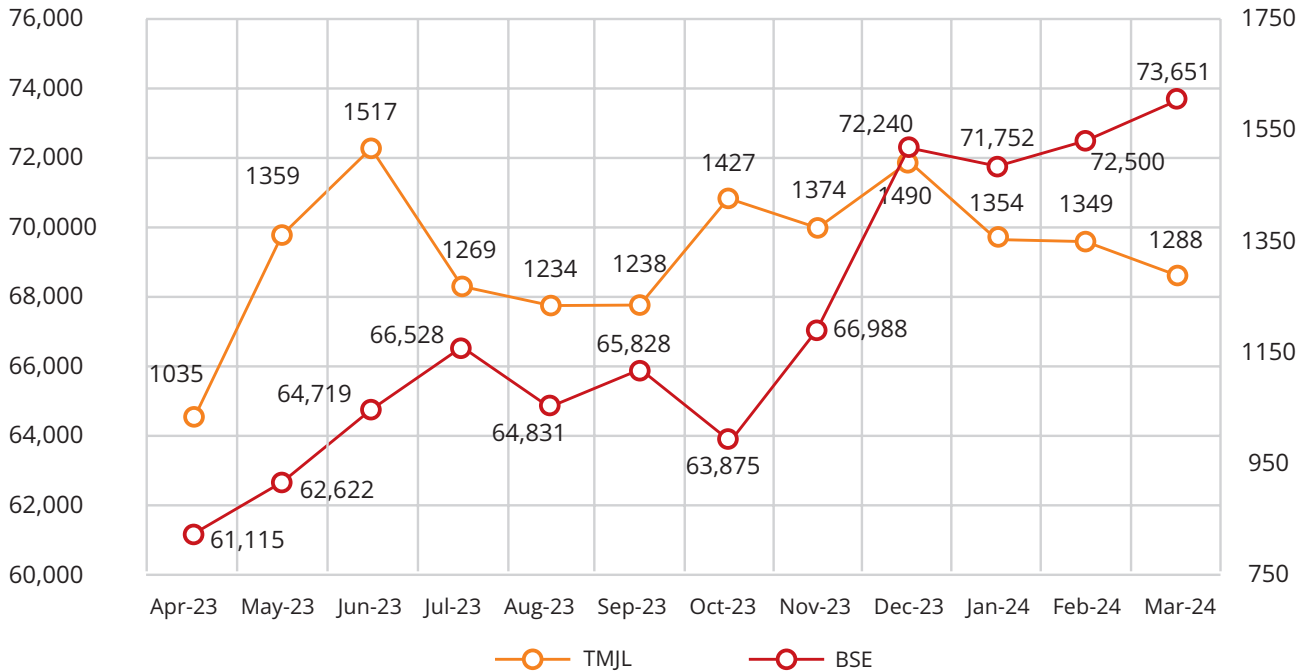
### Stock Market Data- High and Low Quotations of equity shares for 2023-24

Month	Bombay Stock Exchange Limited		National Stock Exchange of India Limited	
	High (₹)	Low(₹)	High (₹)	Low(₹)
Apr-23	1,050	1,030	1,048	1,028
May-23	1,366	1,329	1,365	1,328
Jun-23	1,532	1,485	1,539	1,484
Jul-23	1,443	1,251	1,446	1,266
Aug-23	1,260	1,210	1,257	1,210
Sep-23	1,250	1,222	1,250	1,225
Oct-23	1,440	1,400	1,440	1,400
Nov-23	1,433	1,361	1,430	1,362
Dec-23	1,527	1,467	1,514	1,475
Jan-24	1,356	1,338	1,357	1,338
Feb-24	1,386	1,295	1,389	1,288
Mar-24	1,294	1,258	1,312	1,270

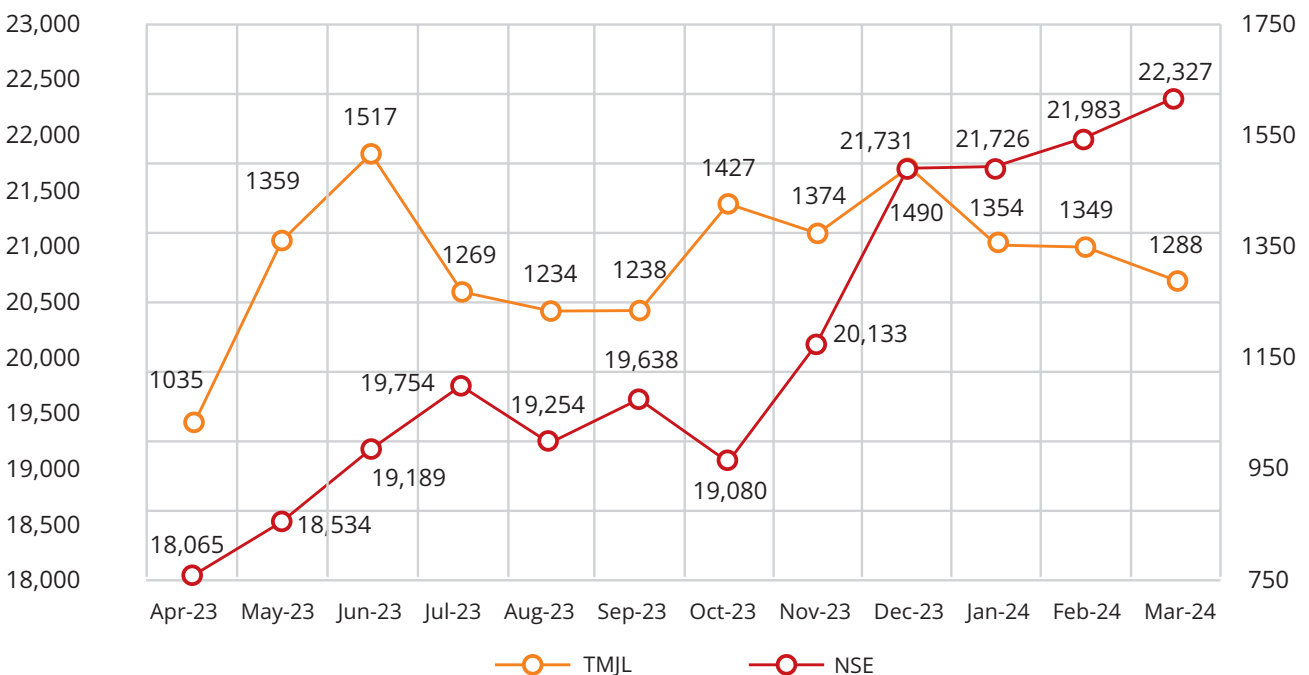
### Distribution of Share Holding as on 31st March, 2024

Sl.No	Range of Shares( in ₹)	Number of share holders	No. of Shares Held	% to total Shares
1	2	3	4	5
1	1 to 5000	33,408	9,38,566	3.42
2	5001 to 10,000	544	3,95,383	1.44
3	10,001 to 20,000	273	4,06,022	1.48
4	20,001 to 30,000	96	2,38,830	0.87
5	30,001 to 40,000	57	2,03,999	0.74
6	40,001 to 50,000	33	1,50,581	0.55
7	50001 to 100,000	70	4,92,815	1.80
8	100,001 and above	110	2,46,12,968	89.70
<b>Total</b>	<b>34,591</b>	<b>2,74,39,164</b>	<b>100.00</b>	<b>100.00</b>

### TMJL vs BSE SHARE PRICE



### TMJL vs NSE SHARE PRICE



### Pattern of Share holdings as on 31st March, 2024

Category Code	Category of Shareholder	Share Holding details			Shares Pledged or Otherwise encumbered	
		Total Number of Shares	Number of shares held in dematerialized form	As a% of (A+B)	Number of Shares	As a % of (7)/(4)*100
1	2	3	4	5	6	7
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>					
(1)	Indian Promoters	1,84,73,189	1,84,73,189	67.32%	4,40,000	2.38%
(2)	Foreign Promoters	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>1,84,73,189</b>	<b>1,84,73,189</b>	<b>67.32%</b>	<b>4,40,000</b>	<b>2.38%</b>
<b>(B)</b>	<b>Public shareholding</b>					
<b>(1)</b>	<b>Institutions</b>					
(a)	Indian Institutions	31,60,297	31,60,297	11.52%	Nil	Nil
(b)	Foreign Institutions	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>31,60,297</b>	<b>31,60,297</b>	<b>11.52%</b>	<b>Nil</b>	<b>Nil</b>
<b>(2)</b>	<b>Non-institutions</b>					
(a)	Bodies Corporate	3,82,211	3,82,211	1.39%	N.A.	N.A.
(b)	Individual Share Holders	46,32,025	46,32,025	16.88%	N.A.	N.A.
(c)	Individual NRI / Foreign Nationals	4,19,082	4,19,082	1.53%	N.A.	N.A.
(d)	IEPE Authority	1203	1203	0.00%		
	Sub-Total (B)(2)	58,05,678	58,05,678	21.15%	N.A.	N.A.
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>89,65,975</b>	<b>89,65,975</b>	<b>32.68%</b>	<b>N.A.</b>	<b>N.A.</b>
	<b>TOTAL (A)+(B)</b>	<b>2,74,39,164</b>	<b>2,74,39,164</b>	<b>100%</b>	<b>N.A</b>	<b>N.A</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	Nil	Nil	Nil	Nil	Nil
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>2,74,39,164</b>	<b>2,74,39,164</b>	<b>100%</b>	<b>4,40,000</b>	<b>1.60%</b>

## GENERAL BODY MEETINGS

Locations and time of General meetings

Date	Year	AGM	Time	Venue
26/08/2021	2020-21	21st	11.30 AM	Video conferencing at Corporate office at No.25/6, Palami centre, New Natham Road, Madurai – 625 014.
04/08/2022	2021-22	22nd	11.30 AM	Video conferencing at Corporate office at No.25/6, Palami centre, New Natham Road, Madurai – 625 014.
05/07/2023	2022-23	23rd	11.30 AM	Video conferencing at Corporate office at No.25/6, Palami centre, New Natham Road, Madurai – 625 014.

The following are the Special Resolutions passed at the General Meetings held in the past 3 years:

AGM/EGM Held on	Summary
26th August 2021	Reappointment of Independent Director of Mr. V. Ramasamy for the five consecutive years from 25th May 2021 to 24th May 2026.
4th March 2022	For fund raising through Qualified Institutional Placement
4th August 2022	Revision of salary to Chief Financial Officer - Mr. B.Rajeshkanna
5th July 2023	<ul style="list-style-type: none"> <li>• Increase authorised capital of the Company</li> <li>• Issue of bonus shares</li> <li>• Alteration of the Capital clause V of the Memorandum of Association (MOA) of the Company.</li> <li>• Alteration of Article 3 of the Articles of association of the Company.</li> </ul>

## Top Ten Ordinary Shareholders of the Company as on 31st March, 2024

S.No	Name of the Shareholder	No of Shares held	% of holding
1	Ba.Ramesh	53,31,116	19.43%
2	Bala Rama Govinda Das	52,75,512	19.23%
3	N.B. Kumar	52,75,132	19.22%
4	Thangamayil Gold And Diamond Private Limited	14,98,688	5.46%
5	DSP Small Cap Fund	13,37,384	4.87%
6	SBI Small Cap Fund	11,40,000	4.15%
7	SBI Conservative Hybrid Fund	5,00,000	1.82%
8	Balusamy Silvears Jewellery Private Limited	4,81,550	1.75%
9	SBI Magnum Children Benefit Fund	1,75,113	0.64%
10	R.Sivarajan	1,71,538	0.63%

## COMPLIANCE WITH NON-MANDATORY DISCLOSURES

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

### The Board:

As the Company has the Executive Chairman, the implementation of this non-mandatory requirement does not arise.

The tenure has been fixed for five years for Independent Directors under the Companies Act, 2013.

Remuneration Committee:

Details are given under the heading 'Remuneration Committee'.

### Shareholder rights:

The Quarterly results of the Company are published in its website [www.thangamayil.com](http://www.thangamayil.com). The results are not sent to the shareholders individually.

### Audit qualifications:

The Company endeavours to present unqualified financial statements. There are no audit qualifications in the Company's financial statements for the year ended 31st March, 2024.

### Training of Board Members

The present board consists of well-experienced and responsible members of society. All the directors are well aware of business model as well as the risk profile of the business parameters of the Company and their responsibilities as directors. Hence, in the opinion of the board, they do not require any further training.

### Whistle Blower Policy

The Company has adopted a Whistle Blower Policy as a mechanism for employees to report to the management concern about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct and it affirms that no personnel have been denied access to the Audit Committee. A copy of Whistle Blower Policy has been placed at our website at [www.thangamayil.com](http://www.thangamayil.com) for reference.

### Corporate Social Responsibility Policy

The Company has adopted Corporate Social Responsibility Policy (CSR) to lay down guidelines for Corporate Social Responsibility activities of the Company. The policy is to align its philosophy to initiate measures and peruse socially useful programs with the objectives and activities of CSR envisaged and incorporated in the companies Act, 2013 and the rules made there under. A copy of CSR Policy has been placed at our website at [www.thangamayil.com](http://www.thangamayil.com) for reference.

### Policy on Materiality of Related party transaction and manner of dealing with related party transactions

The Company recognizes that related party transactions can present potential or actual conflict of interest and may raise questions about whether such transactions are in the best interest of the company and the stake holders. The Company must specifically ensure that certain related party transactions are managed and disclosed in accordance with strict legal and accounting requirements to which the company is subject to. Therefore this policy regarding the review and approval of related party transactions has been adopted duly approved by the company's board of directors in order to set forth the procedures under which transactions must be reviewed and approved or ratify. A copy of policy on materiality of Related Party Transactions has been placed at our website at [www.thangamayil.com](http://www.thangamayil.com) for reference.

### Declaration pursuant to regulation 27 of SEBI (LODR) listing agreement regarding adherence to the code of business conduct and ethics.

We have examined the compliance of condition of Corporate Governance of M/s. Thangamayil Jewellery Limited for the year ended 31st March, 2024 as stipulated in Regulation 27 of SEBI (LODR) of the Listing Agreement of the said company with Stock Exchanges.

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the officials of the company we hereby declare that we are in compliance with the conditions of Corporate Governance applicable provisions to us and as per the provisions of Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

Certify that:

- a. We have reviewed the financial statements and the cash flow statements for the year and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's Affairs and are in compliance with accounting standards, applicable law and regulations.
- b. To the best of our knowledge and belief, there are no transactions entered in to by the company during the year, which are fraudulent, illegal or violated to the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal control for financial reports and that we have evaluated the effectiveness of the internal control systems of the company for financial reports and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operations of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in the internal controls over financial reporting during the year.
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, of any employee having a significant role in the company's internal control system of our financial reporting.

BY ORDER OF THE BOARD  
For **Thangamayil Jewellery Limited**

**BALARAMA GOVINDA DAS** - Managing Director  
**Ba. RAMESH** - Joint Managing Director  
**N.B. KUMAR** - Joint Managing Director

Place: Madurai  
Date : May 20, 2024

## ANNUAL DECLARATION OF CODE OF CONDUCT BY MANAGING DIRECTOR

This is to confirm that the Board has laid down a code of conduct for all the Board members and senior management of the company. It is further confirmed that all directors and senior management of the company have affirmed compliance with the code of conduct of the company for the year ended 31st March 2024 as envisaged in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

For **Thangamayil Jewellery Limited**

**Balarama Govinda Das**  
Managing Director

Place : Madurai  
Date : May 20, 2024

## CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION AS PER REGULATION 17 (8) OF THE SEBI LODR

The Board of Directors,  
Thangamayil Jewellery Limited  
No. 124, Netaji Road,  
Madurai 625 001

### CERTIFICATION TO THE BOARD PURSUANT TO REGULATION 17 (8) OF SEBI LODR

We, Balarama Govinda Das, Managing Director and B. Rajesh Kanna, Chief Financial Officer, hereby certify that in respect of the financial year ended on 31st March 2024:

1. we have reviewed the financial statements and the cash flow statements for the year, and that to the best of our knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps taken or proposed to be taken to rectify the same;

3. We have indicated to the Auditors and the Audit Committee:
  - a. significant changes, if any, in internal control over financial reporting during the year;
  - b. significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - c. instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Madurai

Date: 20th May 2024

Balarama Govinda Das

Managing Director

B. Rajesh Kanna

Chief Financial Officer

## Independent Auditor's Certificate on Corporate Governance

To  
The Members of Thangamayil Jewellery Limited,  
Madurai

1. This certificate is issued in accordance with the terms of our engagement letter dated 12 June 2023.
2. We have examined the compliance of conditions of corporate governance by Thangamayil Jewellery Limited ('the Company') for the year ended on 31 March 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

### Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2024.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **B.Thiagarajan & Co.**,  
Chartered Accountants  
Firm's Registration Number: 004371S

Place : Madurai  
Date : May 20, 2024

**D. Aruchamy**  
Partner  
Membership No.: 219156  
UDIN : 24219156BKARER6297



## INDEPENDENT AUDITOR'S REPORT

To the Members of Thangamayil Jewellery Limited  
Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying Ind AS financial statements of M/s. Thangamayil Jewellery Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Ind AS Financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for opinion

We conducted our audit of the Ind AS Financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS Financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial statements.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS Financial statements as a whole, and in forming our opinion

thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

#### 1) Revenue Recognition

The Company recognizes revenue from the sale of jewellery when control of the goods is transferred to the customer. Given that a significant portion of the Company's revenue is derived from the sale of jewellery, which involves numerous individual sales contracts with retail customers, distributors, each with varied contractual terms, there exists complexity in revenue recognition. Both the Company and its external stakeholders heavily rely on revenue as a primary performance indicator, thereby increasing the risk of misstatement in the timing and existence of revenue recognized.

Therefore, we have identified revenue recognition as a key audit matter.

#### Auditor's Response

In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:

1. We assessed whether the accounting policy for revenue recognition was appropriate according to the relevant accounting standards.
2. We evaluated both the design and implementation of essential internal financial controls relating to revenue recognition. This evaluation included an examination of general IT controls and key application controls over IT systems responsible for revenue recognition, focusing on access controls, controls over program changes, and the interfaces between systems.
3. We perused selected samples of key contracts with customers to understand terms and conditions particularly relating to acceptance of goods.
4. For retail sales, we conducted substantive testing by using statistical sampling to select transactions at retail outlets. We verified these transactions by tracing sales to corresponding collection reports and bank statements.
5. We examined a sample of sales transactions conducted immediately before and after the fiscal year-end. We confirmed that the timing of revenue recognition for these transactions was consistent with the underlying documentation.

## 2) INVENTORIES

The Jewellery and other allied products stock are held at various locations including manufacturing units, stores and third-party locations. The Company has a plan wherein inventory is verified on a periodic basis to ascertain the existence of inventory. Inventory valuation involves significant assumptions and estimations made by the Management. Management also makes an estimate for non-moving inventory based on the age of the inventory.

We have identified inventory as a key audit matter because of the number of locations that inventory is held at and the judgement applied in the valuation of inventory and provision for inventory.

### Auditor's Response

In view of the significance of the matter we applied the following audit procedures in this area, among other procedures, to obtain sufficient appropriate audit evidence.

- We assessed the appropriateness of the inventories accounting policies and its compliances with applicable accounting standards.
- We evaluated the design of key internal financial controls and operating effectiveness of the relevant key controls with respect to physical verification of inventory and valuation of inventory.
- We evaluated the design, implementation and operating effectiveness of management's general IT controls and key application controls over the Company's IT systems which govern inventories, including access controls, controls over program changes, interfaces between different systems.
- For locations selected using statistical sampling and performed surprise stock counts at select stores on a sample basis.
- For samples selected using statistical sampling, we have obtained confirmations of inventories held with third parties and respective stores.
- We tested, on a sample basis, the valuation of inventories as at the year end and the Management's assessment of non moving inventories held as at the balance sheet date if any.
- We considered the adequacy and appropriateness of the disclosures in the financial statements, relating to the inventories.

## 3) EVALUATION OF UNCERTAIN TAX POSITIONS

The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.

## Auditor's Response

### Principal Audit Procedures

Obtained details of completed tax assessments and demands for the year ended March 31, 2024 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputed taxes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.

### Information Other than the Ind AS Financial statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS Financial statements and our auditor's report thereon.

Our opinion on the Ind AS Financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Ind AS Financial statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS Financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Ind AS Financial statements:

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the Ind AS Financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

adequate internal financial controls system in place and the operating effectiveness of such controls.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS Financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Ind AS Financial statements, including the disclosures, and whether the Ind AS Financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial statements of the current period and are therefore the key audit matters. We describe these

matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements:

1. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
3. As required by Section 143(3) of the Act, based on our audit we report that :
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Ind AS Financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021;
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
  - i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial statements.
  - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv) a) The management has represented that, to the best of its knowledge and belief, on the date of this audit report, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief, on the date of this audit report, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and

- c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v) As stated in Note to the financial statements:
- The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
  - The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
  - The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi) Based on our examination, which included test checks, the company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail ( edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, the during course of audit we did not come across any instance of the audit trail feature being tampered with.

For **B.Thiagarajan & Co.,**  
Chartered Accountants,  
F.Reg No: 004371S

**D. Aruchamy**  
Partner

Place – Madurai

M.No: 219156

Date – May 20, 2024

UDIN : 24219156BKARER6297

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Thangamayil Jewellery Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- In respect of the Company's Property, Plant and Equipment and Intangible assets:
  - A. The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right -of -use assets.
  - B. The company has maintained proper records showing full particulars of intangible assets.
- The Company has a regular program of physical verification of Property, Plant and Equipment and right of use assets so to cover all the assets once every three years which, in our opinion, is responsible having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were due for verification during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed/ transfer deed/conveyance deed provided to us, we report that, the title in respect of self – constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- The company has not revalued any of its Property, Plant and Equipment ( including right of use assets ) and intangible assets during the year.
- No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988

(as amended in 2016) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.

- ii. a. The inventories have been physically verified at reasonable intervals during the year by the management, including inventory given to third parties / gold smiths on job work basis. For stocks lying with third parties at the year-end, written confirmations have been obtained by the Management. In our opinion the frequency of such verification is adequate.
- b. In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- c. In our opinion, the company has maintained proper records of inventory. We are informed that no major discrepancies were noticed on verification between the physical stock and book records.
- d. The Company has a working capital limit in excess of ₹ 5crores sanctioned by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were subject to audit.
- iii. The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- iv. The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the applicable directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder with regard to deposits accepted from the public. Accordingly, there have been no proceedings before the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this matter and no order has been passed by any of the aforesaid authorities.
- vi. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. a. In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, , duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the Statutory Authority	Nature of Dues	₹ Lakhs	Period to which the amount relates	Forum where disputes are pending
Tamilnadu Value Added Tax 2006	Disallowance of Input Tax disputes related reversal of input tax	56	2011-12 to 2012-13	Deputy Commissioner (Appeals) of Sales Tax, Madurai
Customs Act, 1962	Customs duty	154	2011-12	Appellate Tribunal / Commissioner (Appeals)
Income Tax Act 1961	Disallowance of normal loss on beaten gold melting	591	2016-17	CIT Appeals I
Income Tax Act 1961	Disallowance of normal loss on beaten gold melting	858	2017-18	CIT Appeals I
Income Tax 1961	Disallowance of expenses	106	2020-21	CIT Appeals I
Goods and Service Tax 2017	Ineligible credit and nonpayment of excise duty	274	2015-2017	Customs Excise and Service Tax Appellate Tribunal Chennai
Goods and Service Tax 2017	Excess ITC availed, RCM liability – Order received	23	2018-19	Deputy Commissioner of State Taxes (GST Appeal)
Income Tax Act 1961	Disallowance of Expenses	7017	2021-22	Stay obtained from Madras High Court Madurai Branch

- viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- ix. a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.

- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- xiv. a) In our opinion and according to the information and explanations given to us, the Company has an inhouse internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- xv. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company

is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **B.Thiagarajan & Co.,**

F.Reg No: 004371S

Chartered Accountants,

**D. Aruchamy**

M.No: 219156

Partner

Place – Madurai

Date – May 20, 2024

UDIN : 24219156BKARER6297

### **ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

#### **OPINION**

We have audited the internal financial controls with reference to financial statements of Thangamayil Jewellery Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the



Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B.Thiagarajan & Co.,**  
Chartered Accountants,  
F.Reg No: 0043715

**D. Aruchamy**  
Partner

Place – Madurai

M.No: 219156

Date – May 20, 2024

UDIN : 24219156BKARER6297

**BALANCE SHEET**

₹ in Lakhs

Particulars	Notes	As at March 31,2024	As at March 31,2023
<b>ASSETS</b>			
Non-current assets			
a. Property, Plant and Equipment	2	12,265	9,902
b. Capital work- in-progress	2.1	236	160
c. Intangible assets	3	160	98
d. Right-of - Use Assets	4	2,928	2,013
e. Financial assets			
i. Other financial assets	5	40	37
f. Deferred Tax Assets (net)	6	250	238
g. Other non-current assets	7	1,468	1,221
<b>Total non-current assets</b>		<b>17,347</b>	<b>13,669</b>
Current assets			
a. Inventories	8	1,18,923	98,234
b. Financial assets			
i. Trade receivables	9	426	317
ii. Cash and cash equivalents	10	1,357	566
iii. Bank balances other than (ii) above	11	6,822	7,073
iv. Other financial assets	12	138	78
c. Other current assets	13	3,097	4,719
<b>Total Current Assets</b>		<b>1,30,763</b>	<b>1,10,987</b>
<b>TOTAL ASSETS</b>		<b>1,48,110</b>	<b>1,24,656</b>
<b>EQUITY AND LIABILITIES</b>			
Equity			
a. Equity share capital	14	2,744	1,372
b. Other equity	15	46,574	37,507
<b>Total equity</b>		<b>49,318</b>	<b>38,879</b>
Non-current liabilities			
a. Financial liabilities			
i. Lease Liabilities	4	2,390	1,886
ii. Borrowings	16	11,389	13,424
<b>Total non-current liabilities</b>		<b>13,779</b>	<b>15,310</b>
Current liabilities			
a. Financial liabilities			
i. Borrowings	17	38,661	41,401
ii. Trade payables	18		
• Total outstanding dues of micro and small enterprises		612	1,296
• Total outstanding dues of creditors other than micro & small enterprises		1,139	687
iii. Lease Liabilities	4	752	386
iv. Other financial liabilities	19	1,336	1,069
b. Other current liabilities	20	42,212	25,346
c. Current Tax Liability ( net)	21	301	282
<b>Total Current Liabilities</b>		<b>85,013</b>	<b>70,467</b>
<b>Total Liabilities</b>		<b>98,792</b>	<b>85,777</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,48,110</b>	<b>1,24,656</b>

The accompanying notes forms an integral part of the financial statements.

This is the balance sheet referred to in our report of the even date attached.

 For **B. Thiagarajan & Co.,**  
 Chartered Accountants  
 Firm's Registration No: 0043715

**D. Aruchamy**  
 Partner  
 M.No.219156

 Place - Madurai  
 Date – 20/05/2024

 For **Thangamayil Jewellery Limited**
**Balarama Govinda Das**  
 Managing Director DIN: 00266424

**Lalji Vora**  
 Independent Director DIN: 01899070

**Yamuna Vasini Deva Dasi**  
 Non-Executive Director DIN: 01388187

**V. Vijayaraghavan**  
 Company Secretary

**Ba. Ramesh**  
 Joint Managing Director DIN: 00266368

**V. R. Muthu**  
 Independent Director DIN: 01908841

**J. Rajakumari**  
 Independent Director DIN: 08860956

**B. Rajeshkanna**  
 Chief Financial Officer DIN: 01334048

**N. B. Kumar**  
 Joint Managing Director DIN: 01511576

**S.Rethinavelu**  
 Independent Director DIN: 00935338

**S.M. Chandrasekaran**  
 Independent Director DIN: 08719332

## STATEMENT OF PROFIT AND LOSS ACCOUNT

₹ in Lakhs

Particulars	Notes	For the year ended	
		March 31, 2024	March 31, 2023
<b>I. Revenue from operations</b>	22	3,82,678	3,15,255
II. Other income	23	541	335
<b>III. Total income ( I+II)</b>		<b>3,83,218</b>	<b>3,15,590</b>
IV. Expenses:			
Cost of materials consumed	24	3,43,216	2,73,003
Purchases of stock-in-trade	25	19,158	30,265
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(21,978)	(21,627)
Manufacturing Expenses	27	5,403	3,891
Employee benefits expenses	28	6,818	5,842
Finance costs	29	3,633	3,492
Depreciation and amortization expenses	30	1,636	1,339
Other expenses	31	8,825	8,591
<b>Total expenses</b>		<b>3,66,711</b>	<b>3,04,796</b>
V. Profit before tax ( III-IV)		16,508	10,794
VI. Tax expenses	32		
• Current Tax		4,207	2,864
• Adjustment of tax relating to earlier periods		-	79
• Deferred Tax		(23)	(123)
<b>Total Tax Expenses</b>		<b>4,183</b>	<b>2,820</b>
<b>VII. Profit for the year ( V-VI)</b>		<b>12,324</b>	<b>7,974</b>
VIII. Other comprehensive income			
Other comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Re-measurements gain/(loss) of the defined benefit plans		48	(18)
Less - Deferred tax charges		12	(5)
Total other comprehensive income for the year , net of tax		36	(13)
<b>IX. Total comprehensive income/(loss) for the year ( VII+VIII)</b>		<b>12,360</b>	<b>7,961</b>
X. Earnings per equity share of Rs.10 each			
<b>Basic</b>		<b>44.91</b>	<b>29.06</b>
<b>Diluted</b>		<b>44.91</b>	<b>29.06</b>
Summary of significant accounting policies	1		

The accompanying notes forms an integral part of the financial statements.

This is the profit and loss account referred to in our report of the even date attached

For **B. Thiagarajan & Co.,**  
Chartered Accountants  
Firm's Registration No: 0043715  
**D. Aruchamy**  
Partner  
M.No.219156

Place - Madurai  
Date - 20/05/2024

For **Thangamayil Jewellery Limited**  
**Balarama Govinda Das**  
Managing Director DIN: 00266424  
**Lalji Vora**  
Independent Director DIN: 01899070  
**Yamuna Vasini Deva Dasi**  
Non-Executive Director DIN: 01388187  
**V. Vijayaraghavan**  
Company Secretary

**Ba. Ramesh**  
Joint Managing Director DIN: 00266368  
**V. R. Muthu**  
Independent Director DIN: 01908841  
**J. Rajakumari**  
Independent Director DIN: 08860956  
**B. Rajeshkanna**  
Chief Financial Officer DIN: 01334048

**N. B. Kumar**  
Joint Managing Director DIN: 01511576  
**S.Rethinavelu**  
Independent Director DIN: 00935338  
**S.M. Chandrasekaran**  
Independent Director DIN: 08719332

## Statement of Changes in Equity for the year ended 31st March, 2024

### (A) Equity Share Capital

(A)	Number of shares	(₹ in lakhs )
Balance as at 01st April 2023	1,37,19,582	1,372
Add: Equity shares allotted during the year	-	-
Balance as at 31st March 2024	1,37,19,582	1,372
Add: Issue of bonus shares	1,37,19,582	1,372
Balance as at 31st March 2024	2,74,39,164	2,744

### (B) Other Equity

₹ in Lakhs

Particulars	Reserve & Surplus				Total
	Securities premium Reserve	General Reserve	Retained earnings	Other Comprehensive Income	
<b>Balance as at April 1, 2022</b>	<b>3,176</b>	<b>4,519</b>	<b>23,444</b>	<b>(86)</b>	<b>31,054</b>
Profit for the year	-	-	7,975	-	7,975
Other comprehensive income for the year, net of income tax	-	-	-	(13)	(13)
Dividend including dividend distribution tax	-	-	(1,509)	-	(1,509)
Transfer to General Reserve	-	798	(798)	-	-
<b>Balance as at March 31, 2023</b>	<b>3,176</b>	<b>5,317</b>	<b>29,112</b>	<b>(99)</b>	<b>37,507</b>
Profit for the year	-	-	12,324	-	12,324
Issue of bonus shares	(1,372)	-	-	-	(1,372)
Other comprehensive income for the year, net of income tax	-	-	-	36	36
Dividend paid	-	-	(1,921)	-	(1,921)
<b>Transfer to general reserve</b>	<b>-</b>	<b>1,233</b>	<b>(1,233)</b>	<b>-</b>	<b>-</b>
<b>Balance as at March 31, 2024</b>	<b>1,804</b>	<b>6,548</b>	<b>38,285</b>	<b>(63)</b>	<b>46,574</b>

The accompanying notes forms an integral part of the financial statements.

For **B. Thiagarajan & Co.,**  
Chartered Accountants  
Firm's Registration No: 0043715  
**D. Aruchamy**  
Partner  
M.No.219156

Place - Madurai  
Date - 20/05/2024

For **Thangamayil Jewellery Limited**  
**Balarama Govinda Das**  
Managing Director DIN: 00266424  
**Lalji Vora**  
Independent Director DIN: 01899070  
**Yamuna Vasini Deva Dasi**  
Non-Executive Director DIN: 01388187  
**V. Vijayaraghavan**  
Company Secretary

**Ba. Ramesh**  
Joint Managing Director DIN: 00266368  
**V. R. Muthu**  
Independent Director DIN: 01908841  
**J. Rajakumari**  
Independent Director DIN: 08860956  
**B. Rajeshkanna**  
Chief Financial Officer DIN: 01334048

**N. B. Kumar**  
Joint Managing Director DIN: 01511576  
**S.Rethinavelu**  
Independent Director DIN: 00935338  
**S.M. Chandrasekaran**  
Independent Director DIN: 08719332

## Statement of Cash Flows

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
<b>Cash flow from operating activities</b>		
<b>Net profit before tax</b>	<b>16,508</b>	<b>10,795</b>
Adjustments for:		
Depreciation and amortization expenses	1,636	1,339
Loss / Profit on sale of Property, plant & equipment	(17)	(20)
Loss / (income) on lease modification	(48)	0
Interest income	(494)	(280)
Interest expense	3,633	3,491
Impairment of assets	166	143
<b>Operating profit before working capital changes</b>	<b>21,385</b>	<b>15,467</b>
<b>Movements in working capital:</b>		
(Increase) / Decrease in Inventories	(20,689)	(23,231)
(Increase) / Decrease in trade receivables	(109)	(55)
(Increase) / Decrease in Other financial and non financial assets	1,325	(1,754)
Increase / (Decrease) in gold on loan	16,925	1,845
Increase / (Decrease) in trade payable and other financial and non financial liabilities	18,389	11,466
Cash Generated from Operations	37,226	3,737
Income taxes paid	(4,188)	(2,693)
<b>Net cash generated from operating activities (A)</b>	<b>33,038</b>	<b>1,044</b>
<b>Cash flow from investing activities</b>		
Payment for Property ,Plant & Equipment ,Intangible assets including capital Advances	(3,733)	(3,180)
Proceeds from sale of Property ,plant & equipment	22	37
Bank deposits not considered as cash and cash equivalents (net)	251	(5,779)
Interest received	494	280
<b>Net cash used in investing activities (B)</b>	<b>(2,965)</b>	<b>(8,642)</b>
<b>Cash flow from financing activities</b>		
Proceeds / (Repayment) of borrowings	(22,795)	9,406
Proceeds / (Repayment) of Other borrowings	(392)	3,760
Repayment of Lease liabilities	(743)	(586)
Interest paid	(3,431)	(3,272)
Dividend paid	(1,921)	(1,509)
<b>Net cash used in financing activities (C)</b>	<b>(29,282)</b>	<b>7,799</b>
Net increase in cash and cash equivalents(A+B+C)	791	201
Cash and cash equivalents - opening balances	566	365
<b>Cash and cash equivalents at the end of the year</b>	<b>1,357</b>	<b>566</b>
<b>Components of cash and cash equivalents</b>		
<b>Cash on hand</b>	<b>853</b>	<b>497</b>
Balance with Banks	-	-
On Current Account	504	69
<b>Total cash and cash equivalents</b>	<b>1,357</b>	<b>566</b>

**Notes:** The cash flow statement is prepared using the "indirect method" set out in IND AS 7 - Statement of Cash Flows.

The accompanying notes forms an integral part of the financial statements

For **B. Thiagarajan & Co.,**

Chartered Accountants

Firm's Registration No: 0043715

**D. Aruchamy**

Partner

M.No.219156

Place - Madurai

Date - 20/05/2024

For **Thangamayil Jewellery Limited**

**Balarama Govinda Das**

Managing Director DIN: 00266424

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Joint Managing Director DIN: 01511576

**S.Rethinavelu**

Independent Director DIN: 00935338

**S.M. Chandrasekaran**

Independent Director DIN: 08719332

## Background

Thangamayil Jewellery Limited (the 'Company') is a company domiciled in India, with its registered office situated No.124, Nethaji Road, Madurai – 625 001, Tamilnadu, India. The Company has been incorporated under the provisions of the Indian Companies Act and its equity shares are listed on the National Stock Exchange (NSE) and BSE Limited in India. The Company is primarily involved in manufacturing and sale of Jewellery and other accessories and products.

## 1) MATERIAL ACCOUNTING POLICIES

### Basis of Preparation

#### i. Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard ("Ind AS") notified under the Companies (Indian Accounting standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 read with section 133 of the Companies Act, 2013.

#### ii. Basis of preparation and presentation

The financial statements have been prepared on accrual basis under the historical cost convention except for the following that are measured at fair value as required by relevant Ind AS:

- a. Defined Employee benefit Plans – Plan assets are measured at fair value.
- b. Certain financial assets and liabilities

#### iii. Use of Estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

Estimates and assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

#### iv. Revenue Recognition

Sales are recognized when goods are supplied and are recorded at net realizable value excluding GST and other statutory levies.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### v. Inventories

Inventories including company's stock held with goldsmiths are valued at lower of cost or net realizable value. The cost of raw material inventories is computed on a FIFO basis. The cost of finished goods and work in progress includes cost of conversion and other cost incurred in bringing the Inventories to their present location and condition.

Cost is generally determined on FIFO basis and wherever required, appropriate direct on cost are taken into account. Net Realizable Value is the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

Packing materials and Gift items are valued at cost on FIFO basis.

#### vi. Property, Plant and Equipment

Buildings held from such asset beyond its previously assessed standard of performance.

#### vii. Depreciation on Fixed Assets is provided at rates as prescribed under the Companies Act, 2013 on the following basis:

S.No	Asset Class	Useful life of assets
i.	<b>Straight Line basis</b> - Building - Plant & Machinery - Furniture and Fittings - Office equipment's	60 Years 15 years 10 years 15 years
ii.	<b>Written Down Value basis</b> <b>Vehicles</b> - Motor Car - Two Wheelers <b>Computers</b> - Hardware - Software	8 years 10 years 3 years 6 years

#### viii. Capital work in progress

Capital work in progress includes, cost of assets not yet commissioned, and incidental expenses during the construction period. Certain directly attributable pre-operative expenses during construction period are included under Capital Work in Progress. These expenses are allocated to the cost of Fixed Assets when the same are ready for intended use.

ix. Borrowing cost

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets till such time the assets is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the year in which they are incurred.

x. Foreign Exchange Transactions

Transactions in foreign currency are recorded at the rate prevailing on the date of transactions. Foreign currency Assets and Liabilities are stated at the rate of exchange prevailing at the balance sheet date and the resultant gains/losses are charged to the profit and loss account.

Premium/Discount in respect of foreign exchange contract is amortized as Income/Expense over the life of the contract .Any profit or loss arising on cancellation or renewal of such forward contracts is recognized as Income/Expense for the period. Exchange difference arising on settlement or restatement of foreign currency denominated liability is recognized in the profit & loss a/c.

xi. Retirement Benefits

a. Defined Contribution Plan

Company's contribution paid/payable during the year to Provident Fund etc are recognized in the Profit and Loss Account. These are approved/recognized scheme of the Company.

b. Defined Benefit Plan

Annual Company's liability towards Gratuity is funded on the basis of actuarial valuation furnished by the Life Insurance Corporation of India under Group Gratuity Scheme.

c. The company does not provide leave encashment and carry forward of accumulated leave to next year to its employees.

xii. Leases

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i)the contract involves

the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset("ROU")and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term-leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

#### Intangible Fixed Assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Cost includes any directly attributable expenditure on making the asset ready for its intended use. Intangible assets are amortized over their respective estimated useful lives' on a Written down value basis, from the date that they are available for use.

#### xiii. Expenses

- a. All expenses including interest and finance charges are accounted for on accrual basis.
- b. Prior period items, if material, are disclosed separately.

#### xiv. Research and Development

Expenditure incurred during research and development phase is charged to revenue when no intangible asset arises from such research. Assets procured for research and development activities are generally capitalized.

#### xv. Redemption of Referral Points

The Company pays referral fees to customers, wherein the reward points can be used by the customers at the time of subsequent purchases made by them within stipulated period on giving the referral points. The Company treats it as promotional expenses but the payment will fructify on the subsequent purchases within the stipulated time of such referral customer.

#### xvi. Advance from Customers

Amounts collected as advances from customers have been recognized as a liability in the year of collection. The accumulated amount along with applicable bonus amount is redeemed in the form of Jewellery. The

bonus or obligations arising out of these transactions are accounted for in books on accrual basis on a consistent basis.

The Company is collecting money from its customers on advance basis by extending easy payment scheme, and offers in return gold ornaments at the rate prevailing on the date of redemption (which is less than twelve months from the date of original entry date) without any charges towards making and wastage cost. The concession if any will be accounted in the year in which it is redeemed as discount to sales realization.

The company is accepting old gold from its customers to be exchanged for new gold ornaments within a period of twelve months without any charges for making such ornaments.

The Company is operating a scheme by which customer fixes the gold price to the extent of amount paid on the date of remittance. The liability that would arise to the company due to adverse price fluctuations if any or the benefits that would arise due to favourable price marked to market as on the last date of financial year will be dealt with accordingly in the books on the year in which such transactions were put through.

The Company is operating gold savings in the name of "Digi Gold" scheme wherein the customers can pay any amount for 330 days at any time and convert the payment made to gold weight. An additional benefit of gold weight is provided to the customers on a time proportionate basis not exceeding 5%. These weights can be redeemed at the time of purchase by paying making charges and taxes.

#### xvii. Gold Metal Loan

The company has an arrangement with its banker for lifting gold under metal loan terms against a limit under "price unfixd basis" and opts to fix the price for gold taken under loan within 180 days at delivery. However, based on business expediencies the company fixes the price within 180 days, whenever the price is favorable and carried the transaction under the forward cover to be settled for payment of money on the specified date. The price difference arising out of such transactions accounted in the head of cost of sales and adjusted accordingly. The interest if any payable to bankers on such outstanding is treated as expenses on accrual basis.

The outstanding metal loan position if any as on reporting date is marked to market and the resulting difference if any is adjusted to the notional purchase account and the value as on that date is adjusted as cost for inventory valuation consideration.



xviii. Hedging

Hedging mechanism of entering into forward contract against appropriate underlying assets is primarily used by the company to hedge the price fluctuation exposure of those underlying assets. The resultant gain or loss as on reporting date is taken to the profit and loss under the head of other income / other expenses appropriately. This treatment is consistently followed as the corresponding value of physical inventory quantity is adopted in the books of accounts as per the generally accepted and adopted valuation. The carried over closing stock as and when sold physically in the market will reflect the actual realization on such sales. Similarly, the hedging position loss or profit as the case may be will be reflected on at the time of closure corresponding to actual realization as and when made in the hedging position.

xix. Taxes on Income

Tax expense comprises current income and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961.

xx. Deferred tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

xxi. Impairment of assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and

intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of impairment loss is recognised immediately in the statement of profit and loss.

xxii. Provisions & Contingent Liabilities

Provisions are recognized in respect of obligations where, based on the evidence available, their existence at the balance sheet date is considered probable. Contingent liabilities are disclosed by way of Notes on accounts in respect of obligation where, based on the evidence available, their existence at the balance sheet date is considered not probable. Contingent assets are not recognized in the accounts.

xxiii. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly

attributable to financial assets and liabilities [other than financial assets and liabilities measured at fair value through profit and loss (FVTPL)] are added to or deducted from the fair value of the financial assets or liabilities, as appropriate on initial recognition. Transaction costs directly attributable to acquisition of financial assets or liabilities measured at FVTPL are recognised immediately in the statement of profit and loss.

1. Non-derivative Financial assets:

All regular purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in market place.

2. Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in the statement of profit and loss.

3. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in the statement of profit and loss and other changes in the fair value

of FVTOCI financial assets are recognised in other comprehensive income.

## Financial liabilities

1. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

2. Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in statement of profit and loss. The net gain or loss recognised in statement of profit and loss incorporates any interest paid on the financial liability and is included in the 'Other income/other expenses' line item.

3. Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the statement of profit and loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the statement of profit and loss.

## Note 2 -Property, plant and equipment

₹ in Lakhs

Particulars	Freehold land	Buildings (Owned)	Buildings (On leasehold)	Plant and equipment (Owned)	Furniture and fixtures	Vehicles	Computer Hardware	Tangibles Total
<b>As at April 01, 2022</b>	<b>2,610</b>	<b>1,385</b>	<b>200</b>	<b>1,972</b>	<b>5,436</b>	<b>451</b>	<b>1,732</b>	<b>13,785</b>
Additions	-	449	86	323	2,424	222	161	3,665
Deductions	-	-	-	-	-	(83)	-	(83)
<b>As at March 31, 2023</b>	<b>2,610</b>	<b>1,835</b>	<b>286</b>	<b>2,295</b>	<b>7,860</b>	<b>590</b>	<b>1,892</b>	<b>17,367</b>
Additions	-	57	73	411	2,554	255	221	3,571
Deductions	-	-	-	-	-	(42)	-	(42)
<b>As at March 31, 2024</b>	<b>2,610</b>	<b>1,892</b>	<b>359</b>	<b>2,707</b>	<b>10,414</b>	<b>803</b>	<b>2,113</b>	<b>20,897</b>
Accumulated depreciation and impairment								
<b>As at April 01, 2022</b>	-	<b>224</b>	<b>32</b>	<b>971</b>	<b>3,483</b>	<b>256</b>	<b>1,530</b>	<b>6,497</b>
Depreciation expense	-	27	4	267	356	89	150	893
Deductions	-	-	-	-	-	(66)	-	(66)
Impairment	-	-	-	-	143	-	-	143
<b>As at March 31, 2023</b>	-	<b>251</b>	<b>35</b>	<b>1,238</b>	<b>3,982</b>	<b>279</b>	<b>1,681</b>	<b>7,466</b>
Depreciation expense	-	29	5	180	559	112	150	1,035
Deductions	-	-	-	-	-	(36)	-	(36)
Impairment	-	-	8	26	131	0	1	166
<b>As at March 31, 2024</b>	-	<b>280</b>	<b>48</b>	<b>1,445</b>	<b>4,673</b>	<b>354</b>	<b>1,831</b>	<b>8,632</b>
Carrying Value								
<b>As at March 31, 2024</b>	<b>2,610</b>	<b>1,611</b>	<b>311</b>	<b>1,262</b>	<b>5,741</b>	<b>448</b>	<b>282</b>	<b>12,265</b>
As at March 31, 2023	2,610	1,584	251	1,057	3,878	311	212	9,902
As at March 31, 2022	2,610	1,162	168	1,001	1,953	194	202	7,290

## Note 2.1 - Capital Work-in Progress

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	160	684	228
Additions/(transfer) during the year (Net)	76	(524)	456
<b>Balance at the end of the year</b>	<b>236</b>	<b>160</b>	<b>684</b>

- (i) Capital work in progress: capital work in progress mainly comprising of interiors, building, and other assets still to be put in use and yet to be capitalised.
- (ii) Refer to Note:17 for information on property, plant and equipment pledged as security of the Company

### Capital work in progress ageing schedules for the year ended 31st March 2024 and 31st March 2023

₹ in Lakhs

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Project in progress</b>	<b>236</b>	-	-	-	<b>236</b>
Previous year		-	(160)	-	(160)
Total Capital Work in Progress	236	-	-	-	236
<b>Previous year</b>		-	<b>(160)</b>	-	<b>(160)</b>

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project wise details of when project is expected to be completed it given below as of 31st March 2024 and 31st March 2023

₹ in Lakhs

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	-	-	-	-	-
Other Projects	236	-	-	-	236
Previous year	-	(160)	-	-	(160)
Total Capital Work in Progress	236	-	-	-	236
<b>Previous year</b>	-	<b>(160)</b>	-	-	<b>(160)</b>

### Note 3 - Intangible Assets

₹ in Lakhs

Intangibles	Computer software	Intangibles Total
Cost /deemed Cost		
<b>Cost /deemed Cost</b>		
As at April 01, 2022	1,143	1,143
Additions	38	38
<b>As at March 31, 2023</b>	<b>1,181</b>	<b>1,181</b>
Additions	86	86
As at March 31, 2024	1,267	1,267
Accumulated amortization and impairment		-
<b>As at April 01, 2022</b>	<b>1,057</b>	<b>1,057</b>
Additions	25	25
As at March 31, 2023	1,082	1,082
<b>Additions</b>	<b>25</b>	<b>25</b>
As at March 31, 2024	1,107	1,107
Net book value		-
<b>As at March 31, 2024</b>	<b>160</b>	<b>160</b>
<b>As at March 31, 2023</b>	<b>98</b>	<b>98</b>

### Note 4 - Leases

Following are the changes in the carrying value of right of use assets for the year ended

₹ in Lakhs

Particulars	Opening Balance April 1, 2023	Net Carrying amount as at March 31, 2024
Buildings	2,012	2,928

The following is the movement in ROU Assets during the year ended

₹ in Lakhs

	31st March 2024	31st March 2023
Balance at the beginning	2,012	1,069
Additions	1,560	1,365
Deletion	(69)	-
<b>Depreciation</b>	<b>575</b>	<b>421</b>
<b>Balance at the year end</b>	<b>2,928</b>	<b>2,012</b>

The Following is the breakup of current and non - current lease liabilities as at March 31, 2024 and March 31, 2023

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	752	386
Non-current lease liabilities	2,390	1,886
<b>Total</b>	<b>3,142</b>	<b>2,272</b>

The following is the movement in lease liabilities during the year ended

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning	2,272	1,307
Additions	1,527	1,332
Finance cost accrued during the period	203	219
Deletions	(116)	-
Payment of lease liabilities	(743)	(586)
<b>Balance at the year end</b>	<b>3,142</b>	<b>2,272</b>

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis:

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	752	386
One to five years	2,522	1,850
More than five years	1,014	681
<b>Total</b>	<b>4,288</b>	<b>2,917</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was ₹54.80 lakhs (PY 132.34 lakhs) for the year ended March 31, 2024.

Interest on lease liabilities is ₹202.58 lakhs (PY 218.90 lakhs) for the year ended March 31, 2024

## Note 5 - Other Financial Assets (Non-Current)

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits with Government / Statutory bodies	40	37
<b>Total</b>	<b>40</b>	<b>37</b>

## Note 6 - Deferred Tax Assets/(Liabilities)

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Assets		

Particulars	As at March 31, 2024	As at March 31, 2023
Disallowance under Section 43B of Income Tax Act, 1961	115	142
Lease Liabilities- Impact on Account on Ind AS 116	99	65
Income tax at the applicable rate on the difference between the aggregate book written down value and tax written down value of Property, plant and equipment.	36	31
<b>Deferred Tax Assets/(Liabilities)</b>	<b>250</b>	<b>239</b>

## Note 7 - Other non-current assets

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
Capital Advances	-5	25
Unsecured , Considered good		
Advance recoverable in cash or kind		
Unsecured , considered good	355	354
Rental Advances - Unsecured , Considered Good	1,113	842
<b>Total</b>	<b>1,468</b>	<b>1,221</b>

Capital Advances includes a Rs. Nil (Previous year - ₹24.58 lakhs) due from a party and secured by immovable property valued around ₹60.00 lakhs for which the company has initiated legal recourse for recovery. Hence being secured no provision is made as in the opinion of directors the amount is fully recoverable

## Note 8 - Inventories

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials	1,181	2,470
Work-in-Progress	4,764	6,317
Finished Goods	1,12,978	89,447
<b>Total</b>	<b>1,18,923</b>	<b>98,234</b>

### Mode of Valuation

Inventories including company's stock held with gold smiths are valued at lower of cost or net realizable value. The cost of raw material inventories is computed on a FIFO basis. The cost of finished goods and work in progress includes cost of conversion and other cost incurred in bringing the Inventories to their present location and condition.

Cost is generally determined on FIFO basis and wherever required, appropriate direct on cost are taken into account. Net Realizable Value is the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

## Financial Assets

### Note 9 - Trade receivables

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivable considered good - Unsecured	426	317
<b>Total</b>	<b>426</b>	<b>317</b>

## Outstanding for following periods from due date of payments

₹ in Lakhs

Particulars	Less than 6 months	6 months – 1 year	1-2 yrs
Undisputed trade receivable- considered good	426	-	
Undisputed trade receivable- considered doubtful	-	-	
Disputed trade receivables- considered good	-	-	
Disputed trade receivables- considered doubtful	-	-	
<b>Total</b>	<b>426</b>	<b>-</b>	
<b>Previous year</b>	<b>317</b>		

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. There are no trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**Note 10 - Cash and cash equivalents**

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
In current accounts	500	55
In term deposit accounts with maturity less than 3 months at inception	-	-
Cheques on hand	4	13
Cash on hand	854	498
<b>Total</b>	<b>1,357</b>	<b>566</b>

**Note 11 -Bank Balance other than cash and cash equivalents**

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked balances		
In Dividend Accounts	5	5
In Term deposit accounts	591	438
With maturity more than 3 months but less than 12 months at inception	-	-
Fixed Deposit / Margin Money Deposit under Lien*	6,225	6,630
<b>Total</b>	<b>6,822</b>	<b>7,073</b>

\*Margin money deposits given as security against Gold Loan / Bank Guarantees

**Note 12 - Other Financial Assets (Current)**

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured - Advances to Employees	138	78
<b>Total</b>	<b>138</b>	<b>78</b>



## Note 13 - Other Current Assets

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured , considered good		
Advance Recoverable in Cash or kind	-	-
Advance to Suppliers/ Expenses @	2,966	4,592
Prepaid Expenses	132	127
<b>Total</b>	<b>3,097</b>	<b>4,719</b>

@Advance to suppliers/expenses includes ₹ 2,312.72 lakhs ( Previous year ₹ 3111 lakhs) paid as margin money for hedging purpose.

## Note 14 - Equity share capital

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised Share capital:		
350 lakhs Equity Shares of ₹10 each (March 31, 2023, 200 lakhs)	3,500	2,000
Issued, subscribed and fully paid up shares		
274.39 lakhs Equity shares of ₹10 each, fully paid. (March 31, 2023, 137.2 lakhs)	2,744	1,372
<b>Total Issued, subscribed and fully paid up Share Capital</b>	<b>2,744</b>	<b>1,372</b>

### a) Reconciliation of Number of Shares outstanding and amount at the beginning and at the end of the year

	Numbers
Number of shares at the beginning of the year as at March 31, 2023 (₹1,371.96 lakhs )	1,37,19,582
<b>Add: Issue of Bonus Shares</b>	1,37,19,582
<b>As at March 31, 2024 (₹2,743.92 lakhs)</b>	<b>2,74,39,164</b>

### b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval by the shareholders at the ensuing Annual General Meeting.

In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their shareholdings.

### c) Information regarding aggregate number of equity shares during the five years immediately preceding the date of Balance Sheet.

The aggregate number of equity shares allotted as fully paid up by way of bonus shares in immediately preceding five years ended March 31, 2024 are 137.19 lakhs (previous period of five years ended March 31, 2023 : Nil )

The Company has not allotted any shares pursuant to contract without payment being received in cash. There are no calls unpaid on equity shares and no equity shares have been forfeited.

### d) Capital Management

The primary objective of the Company's Capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholders value. The Company makes adjustments to its capital structure based on the business environments and its economic conditions. To maintain/ adjust the capital structure the company may make adjustments to dividend paid to its share holders and issue new shares.

The Company monitors capital using the metric of net debt to Equity. Net debt is defined as borrowing less cash and cash equivalents, fixed deposits.

#### e) Share holding of promoters

Shares held by promoters at March 31, 2024

Promoter name	No of Shares	% of Total Shares	% changes during the year
Ramesh Ba	53,31,116	19.43%	-
Kumar N B	52,75,512	19.23%	-
Balarama Govinda Das	52,75,132	19.22%	-
Yamuna Vasini Deva Dasi	61,790	0.23%	-
T.Vanaja	20	0.00%	-
B Rajeshkanna	55,550	0.20%	-
P. Shylaja	1,01,765	0.37%	-
B R Sumati	9,650	0.04%	-
K Thamarai Selvi	85,720	0.31%	-
Narayanan Balasubbu Arun	55,822	0.20%	-
Balusamy Ramesh Darmini	1,28,217	0.47%	0.47%
Balusamy Kumar Kishorelal	63,250	0.23%	-
Gokul Ramesh	49,400	0.18%	-
<b>Promoters Group</b>			
Thangamayil Gold & Diamond Private Limited	14,98,688	5.46%	-
Balusamy Silvears Jewellery Private Limited	4,81,550	1.75%	-

The percentage shareholding above has been computed considering the outstanding number of shares of 27,439,164 as at March 2024. Percentage of change in shares does not consider bonus issue.

#### f) Details of shareholders holding more than 5% equity shares in the company

Particulars	As at 31 March, 2024	As at 31 March, 2024
	No. of shares	% of shares
Equity shares of Rs. 10 each fully paid		
Ba. Ramesh	53,31,116	19.43%
Balarama Govinda Das	52,75,512	19.22%
N.B. Kumar	52,75,132	19.23%
SBI Mutual Fund Group	18,15,113	6.62%
Thangamayil Gold and Diamond Pvt Ltd.	14,98,688	5.46%

Particulars	As at 31 March, 2023	As at 31 March, 2023
	No. of shares	% of shares
Equity shares of ₹10 each fully paid		
Ba. Ramesh	26,65,558	19.43%
Balarama Govinda Das	26,37,556	19.22%

N.B. Kumar	26,23,221	19.23%
SBI Mutual Fund Group	8,92,203	6.50%
Thangamayil Gold and Diamond Pvt Ltd.	7,36,669	5.46%

## Note 15 - Other Equity

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Securities premium Reserve		
Balance at the beginning of the year	3,176	3,176
Less: Issue of bonus shares	1,372	-
Balance at the end of the year	1,804	3,176
General Reserve		
Balance at the beginning of the year	5,316	4,518
Add: Transfer from surplus	1,233	798
Balance at the end of the year	6,548	5,316
Retained earnings		
Balance at the end of the year	38,285	29,114
<b>Other Reserve</b>		
<b>Other comprehensive income :</b>		
<b>Remeasurement of the net defined benefit plans</b>	<b>(63)</b>	<b>(99)</b>
<b>Total</b>	<b>46,574</b>	<b>37,507</b>

### Securities premium Reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Act.

### General Reserve

General Reserve is the retained earnings of the Company which are kept aside out of the Company's profits to meet future (Known or unknown) obligations.

### Retained earnings

Retained earnings comprise of the Company's prior years undistributed earnings after taxes.

### Distributions made and proposed

The Board of Directors, at their meetings held on 23rd January, 2023 declared an interim dividend of ₹6.00 (i.e. 60%) per equity share of the face value of ₹10 each. The Board of Directors at its meeting held on 22nd May, 2023 declared a final dividend of ₹6.00 (i.e. 60%) per equity share of the face value of ₹10 each for the financial year ended 31st March, 2023. The total dividend (interim and final dividend) for the financial year 2022-2023 will be ₹12 (i.e. 120%) per equity share of the face value of ₹10 each.

The Board of Directors, at their meetings held on 1st February, 2024 declared an interim dividend of ₹4.00 (i.e. 40%) per equity share of the face value of ₹10 each. The Board of Directors at its meeting held on 20th May, 2024 have recommended a payment of final dividend of ₹ 6.00 (i.e. 60%) per equity share of the face value of ₹10 each for the financial year ended 31st March, 2024. If approved, the total dividend on the enhanced share capital (interim and final dividend) for the financial year 2023-2024 will be ₹ 10 (i.e. 100%) per equity share of the face value of ₹10 each.

Total dividend payout for the FY 2023-24 amounting to ₹ 2,743.91 lakhs as against the total dividend of ₹12 (i.e. 120%) per equity share in the previous year ( total dividend payout for the year FY 2022-23 amounting to ₹ 1646.35 lakhs).

## Non Current Finance Liabilities

### Note 16 - Long term Borrowings

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Secured Loans		
Term Loan From Banks	3,042	4,676
Vehicle Loan from Banks	75	87
Unsecured Loans		
Fixed Deposit from Public ##	6,111	4,902
Loans from Directors and Others *	2,160	3,759
<b>Total</b>	<b>11,389</b>	<b>13,424</b>

#### Note

Term loan from banks - Federal Bank, Axis Bank and HDFC bank .The term loan availed under Emergency Credit Line Guarantee Scheme( ECLGS) to meet the working capital needs under COVID 19 pandemic situation.

- The above loans are repayable in 60 months with 12 to 24 months moratorium and carries interest of 5.90% to 7.80%
- Regarding securities refer note no 17
- *Vehicle Loan secured by Hypothecation of specific assets purchased out of the loans.*

## ₹ 2,273.05 lakhs (₹ 2,706.51 lakhs) Fixed Deposit carry interest @7.5% and are repayable 2 years from the respective years.

₹ 3,838.38 lakhs (₹ 2,196.43 lakhs) Fixed Deposit carry interest @8 % and are repayable 3 years from the respective years.

\* The Company availed un-secured loan from directors, which are repayable on demand and carries interest @ 6% p.a

## Current Financial Liabilities

### Note 17 - Short term Borrowings

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
- Cash Credit loan from Banks	3,599	25,411
- Metal Gold on loan from Banks	28,845	11,920
Current Maturities on Long term Loans	1,621	959
Current maturities of Hire purchase loan	82	73
Fixed Deposit from Public	2,930	1,426
Interest accrued but not due on Fixed Deposits	365	261
Current Maturities on Directors Loans	1,219	1,351
<b>Total</b>	<b>38,661</b>	<b>41,401</b>

The above working capital loans extended by multiple banking system are secured by a pari passu charge on stocks and book debts of the company .

The loan extended by banks are further collaterally secured by equitable mortgage of Company's properties in the case of HDFC Bank properties at Trichy, Tuticorin, Madurai, Ramnad and in the case of ICICI Bank and Kotak Mahindra Bank

property at Coimabtoire on pari-passu basis and in the case of Axis Bank property at Salem and in the case of Yes Bank property at Alwarpurm and in the case Federal Bank property at Nethaji Road and Solanguruni at Madurai.

0.68% (1,25,000 shares) promoters share holding in the company has been pledged as collateral security for IDBI loan.

0.73 % (1,35,000 shares) promoters share holding in the company has been pledged as collateral security for Yes bank loan.

0.97 % (1,80,000 shares) promoters share holding in the company has been pledged as collateral security for Axis bank loan.

Gold Metal loan from Banks against Fixed deposit and SBLC of the respective bank.

All the above mentioned collateral securities owned by the company given to the respective banks as indicated above are given on exclusive basis and not on a pari passu charge basis and also is in accordance with sanction terms and conditions of the respective banks.

All the above loans are further secured by personal guarantee of whole time of directors of the company.

The cash credit is repayable on demand and carries interest of 7.00% to 9.00% p.a.

Fixed Deposits from public are repayable within 12 Months from the reporting date.

The Gold Metal Loan carries interest @ 1.80% to 2.80% p.a.

## Note 18- Trade Payables

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro and small enterprises (Refer Note)	612	1,296
Total outstanding dues of other than micro and small enterprises	1,139	687
<b>Total</b>	<b>1,751</b>	<b>1,983</b>

### Note:

Trade payable other than acceptances include certain dues to Micro and Small Enterprises, under the Micro, Small and Medium Enterprises Development Act, 2006 that have been determined based on the information available with the company and the required disclosures are given below:

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payments	As at March 31, 2024	As at March 31, 2023
Micro and Small Medium Enterprises	Less than 1 year	612	1,296
Others	Less than 1 year	1,139	687
Disputed dues- MSME	Less than 1 year	-	-
Disputed dues- Others	Less than 1 year	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

## Note 19 - Other financial liabilities

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Liabilities for Expenses	1,330	1,063
Unclaimed dividends	7	6
<b>Total</b>	<b>1,336</b>	<b>1,069</b>

**Note 20 - Other current liabilities**

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for gratuity	38	163
Advances from customers	42,174	25,183
<b>Total</b>	<b>42,212</b>	<b>25,346</b>

Advances from customers includes an amounts of ₹ 41,916.26 lakhs (As on 31st March 2023 ₹ 24,955.07 lakhs) received towards sale of jewellery products under various sale initiatives / retail customer schemes.

Advance from Customers are redeemable by way of sale alone within 11 Months from the reporting date.

**Note 21 - Current Tax Liabilities**

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Income tax (Net of advances)	301	282
<b>Total</b>	<b>301</b>	<b>282</b>

**Note 22 - Revenue from operations**

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Sale of products		
Sale of Products -Gold ,Silver,Diamond and Platinum		
Finished Goods	3,62,382	2,84,245
Traded Goods	20,296	31,010
<b>Total</b>	<b>3,82,678</b>	<b>3,15,255</b>

**Note 23 - Other Income**

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Interest Income	494	280
Other Operating Income	47	55
<b>Total</b>	<b>541</b>	<b>335</b>

**Note 24- Cost of raw materials consumed**

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Opening Stock	2,469	855
Add : Purchases	3,41,927	2,74,617
	3,44,396	2,75,472
Less: Closing Stock	1,181	2,469
<b>Total</b>	<b>3,43,216</b>	<b>2,73,003</b>

## Note 25- Purchase of Stock-in- trade

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Traded goods	19,158	30,265
<b>Total</b>	<b>19,158</b>	<b>30,265</b>

## Note 26 - Changes in Inventories of finished goods, work in progress and stock in trade

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
<b>Closing Stock</b>		
Work in Progress	4,764	6,317
Finished Goods	1,12,978	89,447
<b>Total</b>	<b>1,17,742</b>	<b>95,764</b>
<b>Opening Stock</b>		
Work in Progress	6,317	3,450
Finished Goods	89,447	70,687
<b>Total</b>	<b>95,764</b>	<b>74,137</b>
<b>Increase /Decrease in Work in Progress and Finished Goods and stock in trade</b>	<b>(21,978)</b>	<b>(21,627)</b>

## Note 27 - Manufacturing expenses

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Making Charges	5,343	3,827
Stores and consumable	18	14
Manufacturing Wages	42	50
<b>Total</b>	<b>5,403</b>	<b>3,891</b>

## Note 28 - Employee benefits expense

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Salaries and Bonus	5,564	4,887
Contribution to PF and Other Funds	572	409
Staff Welfare Expenses	466	330
Director's Remuneration	216	216

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
<b>Total</b>	<b>6,818</b>	<b>5,842</b>

### Note 29 - Finance costs

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Interest on		
- Working capital Loan	1,348	1,351
- Loan from Others	255	456
- Gold Metal Loan	594	469
- Fixed Deposits	699	501
- Lease liabilities	203	219
Bank Charges and Commission	535	496
<b>Total</b>	<b>3,633</b>	<b>3,492</b>

### Note 30- Depreciation and amortization expense

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Depreciation of property, plant and equipment (Refer Note 2)	1,035	893
Amortization of intangible assets (Refer note 3)	25	25
Depreciation of ROU Assets - (Refer note 4)	575	421
<b>Total</b>	<b>1,636</b>	<b>1,339</b>

### Note 31 - Other expenses

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Rent	55	132
Rates & Taxes	79	74
Insurance	109	100
Power and Fuel	840	589
Hedging expenses/(income) ##	1,586	1,807
Postage and Telephone charges	254	210
Advertisement and Publicity Expenses	2,032	2,641
Selling Promotional Expenses	1,613	952
Travelling Expenses	336	293



Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Director's Sitting Fees	2	1
Professional Charges	544	503
Printing and Stationery	88	80
Payment to Auditors (Note No 31 A)	50	48
Repairs & Maintenance	-	-
- for Building	22	29
- for Vehicles and others	445	369
Security Charges	324	271
Impairment of Assets	166	143
Corporate Social Responsibility expenses( Note No 31 B)	185	159
Donation and Others	-	1
Other Expenses	94	189
<b>Total</b>	<b>8,825</b>	<b>8,591</b>

Note ## : hedging expenses / (income) represents Mark to Market (MTM) difference for gold price hedging mechanism outstanding as on date as losses in accordance with generally applied the treatment for Hedging Accounting.

### Note 31 A - Auditors remuneration

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
For Statutory Audit	22	18
For Tax Audit	8	7
For Limited Review	13	9
For Certification Work etc.	7	14
<b>Total</b>	<b>50</b>	<b>48</b>

### Note 31 B -Details of CSR Expenditure

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
(a) Gross Amount required to be spent by the company	185	159
(b) Amount spent during the year ended		
(i) Construction / acquisition of any assets	-	-
(ii) On Purposes other than (i) above	185	159
(c) Amount unspent during the year ended	-	-

**Note - 32 Taxes**

₹ in Lakhs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
(a) Income tax expenses		
The major components of income tax expenses		
Current Tax		
Current tax expenses for current year	4,207	2,943
Current tax expenses/(benefits) pertaining to prior years	-	79
<b>Total</b>	<b>4,207</b>	<b>3,022</b>
Deferred Tax		
Deferred tax expenses for current year	(23)	(123)
Deferred tax expenses/(benefits) pertaining to prior years	-	-
<b>Total</b>	<b>(23)</b>	<b>(123)</b>
Total income tax expenses recognized in Current year	4,183	2,899
Other Comprehensive Income		
Deferred Tax related to items recognized in OCI during the year		
Net Loss / (gain) on reimbursements on defined benefits Plans	12	(5)
<b>Total</b>	<b>12</b>	<b>(5)</b>
(b) Reconciliation of effective tax rate:		
Profit Before Tax (A)	16,508	10,794
Enacted tax rate in India (B)	25.170%	25.170%
Expected tax expenses (C=A*B)	4,155	2,717
Effect of non-deductible expenses	(63)	2
Expenses disallowed under Income Tax Act, 1961	127	112
Tax pertaining to prior years	-	79
Effect due to Depreciation and Deduction	(12)	34
Income tax expenses	4,207	2,944

Significant components of net deferred tax liabilities and assets for the year ended March 31,2024 are as follows

₹ in Lakhs

Particulars	Opening balance	Recognised in profit and loss	Recognised in / reclassified from other comprehensive income	Closing balance
Deferred tax Assets / (liabilites) in relation to				
Property, plant and Equipment and intangible assets	31	4	-	36
Provision for employee benefits	142	(10)	(12)	119
Lease liabilities-Impact on Ind AS 116	65	29	-	95
<b>Total deferred tax Assets / (liabilites)</b>	<b>238</b>	<b>23</b>	<b>(12)</b>	<b>250</b>

Gross deferred tax liabilities and Assets are as follows:

As at March 31, 2024	Liabilities	Assets	Net
Gross deferred tax Assets / (liabilities) in relation to			
Property, plant and Equipment and intangible assets	(280)	316	36
Provision for employee benefits	-	119	119
Lease liabilities	-	95	95
<b>Total deferred tax Assets / (liabilities) in relation to</b>	<b>(280)</b>	<b>529</b>	<b>250</b>

Significant components of net deferred tax liabilities and assets for the year ended March 31, 2023 are as follows:

Particulars	Opening balance	Recognised in profit and loss	Recognised in / reclassified from other comprehensive income	Closing balance
Deferred tax Assets / (liabilities) in relation to				
Property, plant and Equipment and intangible assets	3	28	-	31
Provision for employee benefits	48	89	5	142
Lease liabilities	60	5	-	65
<b>Total deferred tax Assets / (liabilities)</b>	<b>111</b>	<b>124</b>	<b>5</b>	<b>238</b>

Gross deferred tax liabilities and Assets are as follows:

₹ in Lakhs

As at March 31, 2023	Liabilities	Assets	Net
Gross deferred tax Assets / (liabilities) in relation to			
Property, plant and Equipment and intangible assets	(271)	303	31
Provision for employee benefits	-	142	142
Lease liabilities	-	65	65
<b>Total deferred tax Assets / (liabilities)</b>	<b>(271)</b>	<b>510</b>	<b>238</b>

## Note 33 - Contingent Liabilities

a. Capital commitments

₹ in Lakhs

Description	2023-24	2022-23
Estimated value of Contract remaining to be executed on capital account net of advances not provided for.	300	150

b. An order for demand of less payment of Customs duty on imported goods pertaining to financial year 2011-12 for ₹154 Lakhs passed by principal Commissioner of Customs, Chennai. The company has moved a Writ petition against the order with Honourable High Court of Madras for quashing the order passed by the Authority. The writ was admitted, and status quo is maintained. Direction is given by High court of Madras to approach Appellate Tribunal / Commissioner (Appeals) to complete the appeals and accordingly company filed appeal which is pending. The company is advised that

it has got a more than a reasonable chance for success and therefore no provision is made in the books. Hence, this liability if any is considered as contingent in nature.

- c. In respect of – outstanding Letter of Credit given to bankers ₹ 1,800 Lakhs (previous year ₹1,900 lakhs)
- d. The Commercial Tax office, Madurai has issued a notice for the Asst year 2011-12 and 2012-13 on the matter of payment of Sec 12 purchase tax and others made a claim aggregating to ₹ 41 Lakhs. The Company got a favourable order with the Appellate Authority.

Against this order, the Commercial Tax office, Madurai has filed an appeal to Sales tax Appellate Tribunal, Madurai (A.B) which is pending for hearing. The company is advised that it has got a more than a reasonable chance for success and therefore no provision is made in the books. Hence, this liability if any is considered as contingent in nature.

- e. The Company has received a demand notice from the income tax department amounting to ₹591 lakhs for the year 2016-17 and ₹858 lakhs for the year 2017-18 related to dispute of beaten gold wastage treatment in the books of accounts from the assessing officer, as per order under Section 143 (2) of the Income Tax Act ,1961. Company is in appeal before Commissioner of Appeals against said orders. This dispute arises on account of wrongful understanding of the Accounting of wastage in refining and melting process by the assessing officer. Though the facts are so obvious and consistently followed by the company and completed assessment in the earlier years as per similar submissions made. In the subsequent assessment order for FY 19-20 and FY 20-21, the Company on the same matter got the order without any addition by the assessing officers. Therefore, the company is advised that it has got more than a reasonable chance for success in appeal and therefore no provision is made in the books. Hence, this liability if any is considered as contingent in nature.
- f. The Company has received demand notice from the income tax department amounting to ₹106 lakhs for the year 2020-21 related to dispute of disallowance of legitimate purchases due to no response from the vendor as per order under Section 143(2) of the Income Tax Act ,1961. The Company is in appeal before Commissioner of Appeals against said order. This being a rectifiable in nature, the company is advised that it has got a more than a reasonable chance for success and therefore no provision is made in the books. Hence, this liability if any is considered as contingent in nature.
- g. The company has received a demand notice u/s.156 from the Income tax department amounting to ₹ 7,018 lakhs for the year 2021-22 relating to disallowance of legitimate expenditure incurred on buying of old gold in exchange to new ornaments from the customers at large U/s.69(3) of the Income tax act. The company has moved a writ petition against the order with Honourable High Court of Madras (Madurai bench). The Honourable court had stayed the order and consequently the demand also for an interim period of 6 weeks from the date of order i.e. 24/04/2024. Subsequent to that based on the arguments and merits of legality of the writ, the request called for by the company in quashing the said order will be determined by the Honourable court. For the purpose of better understanding and clarity on the matter by the shareholders, we give hereunder the facts of the dispute. The company in the ordinary course of business used to take the old gold ornaments for exchange into new gold ornaments. This is the trade practice throughout the country. We determine the gold price based on the purity parameters for old gold and apply the rate prevailing on the date of exchange with new ornaments. The assessing officer in spite of our submission of a lot of documentary evidences and clarifications wrongly applied 18ct purity rate for such old gold purchases instead of accepting the real value determined by the proceeds of purity and rate criterion. By wrongly assuming the purity at 18ct the assessing officer disallowed a sum of to ₹ 7,216 lakhs as excessively paid without considering the actual facts as submitted by us. A great injustice unwittingly caused on the company. Hence, by quoting legal position the writ was filled and the stay was granted. If was "prima facie" a wrong addition to the income and more than the disallowance, the assessing officer went on to tax the so called imaginary disallowance u/s 115E at a highest rate of tax. For the facts stated above, we dealt with 113527 customers at different times in that year with whom no money was involved as actual payout but only by sale of new ornaments.

The Company is confident that in the restoration of natural justice, the Honourable high court finally will revert it back to the faceless assessing department for fresh orders after taking into consideration the facts of the dispute. For the elaborate reasons stated and based on writ admittance and stay obtained no need to provide any real or contingent liabilities for the same.

- h) For the financial years 2019-20, 2020-21, and 2021-22, the company has received a show-cause notice under sections 73(5) of the CGST Act and SGST Act 2017. The notice pertains to an additional tax liability on consultancy services received from foreign countries and remuneration paid to directors, along with issues related to the excess input tax

credit claimed by the company. The matter is currently under review and the company has been granted an adjournment with a scheduled hearing on May 21, 2024. The management, in consultation with tax advisors, is actively addressing the queries raised and is preparing to present its case at the upcoming hearing. Given the ongoing nature of the proceedings and based on legal advice, no liability has been recognized in the financial statements as of now, as the outcome is still uncertain. The company will continue to monitor the situation closely and will comply with all statutory requirements in resolving this matter.

Additionally, for the financial year 2018-19, an order has been passed imposing an additional tax liability of ₹13.04 Lakhs. The company has decided to appeal this order to the Deputy Commissioner of State Taxes (GST Appeal). The company believes that it has valid grounds for the appeal. Therefore, no provision has been made in the financial statements regarding this matter as the final outcome is yet to be determined.

- i) The Company has received demand notice under Section 11A(4) of the Central Excise Act, 1944 from Directorate General of GST Intelligence, Coimbatore Zonal Unit, Coimbatore relating to non-payment of Central excise duty for Sale of branded gold coins amounting to ₹ 97 lakhs and Sale of silver jewellery amounting to ₹ 31 lakhs and dispute on input service tax credit taken amounting to ₹ 145 lakhs aggregating to ₹ 274 lakhs for the period from 01.03.2016 to 30.06.2017. The company has filed an appeal with Customs, Excise and Service Tax Appellate Tribunal. The company is advised that it has got a more than a reasonable chance for success and therefore no provision is made in the books. Hence, this liability if any is considered as contingent in nature.

## Note 34 - Related Party Disclosures

In accordance with the requirements of Indian Accounting Standards (Ind AS) – 24 “Related Party disclosures “ the names of related party where control exists/able to exercise significant influence along with the aggregate transactions and year end balances with them as identified and certified by the management are given below:

a)	Key Management Personnel (KMP)	Balarama Govinda Das – Managing Director Ba. Ramesh – Joint Managing Director N. B. Kumar – Joint Managing Director B. Rajesh Kanna (CFO) V.Vijayaraghavan ( Company secretary )
b)	Relatives of KMP	Yamuna Vasini Deva Dasi (wife of Managing Director) B. Prasannan*, N. B. Arun (manager) (Sons of Managing Director) B. R. Sumati (wife of Ba. Ramesh, JMD) Ba.R.Darmini (Daughter of Ba.Ramesh, JMD) R. Gokul (Son of Ba. Ramesh, JMD) K. ThamaraiSelvi (Wife of N. B. Kumar, JMD) B.K. Kishore Lal (Son of N. B. Kumar, JMD) R. Shalini (wife of B. Rajesh Kanna, CFO) P. Shylaja (wife of B. Prasannan Manager) Prahaldan (son of B. Prasannan)
c)	Enterprises over which Key Managerial Personnel (KMP) and their relatives have substantial interest	Thangamayil Gold and Diamond Private Limited Balusamy Silvears Jewellery Private Limited

\*Passed away on 26 April 2023

The following are the transactions that were carried out with the related parties in the ordinary course of business:

**Transactions with Key management personnel**

₹in Lakhs

Description	2023-24	2022-23
<b>Remuneration</b>		
Balarama Govinda Das	72	72
Ba. Ramesh	72	72
N. B. Kumar	72	72
B. Rajesh Kanna	36	36
V.Vijayaraghavan	28	24
<b>Amounts payable at the year end</b>		
Balarama Govinda Das	768	428
Ba. Ramesh	148	179
N. B. Kumar	1,197	743
<b>Rent Paid</b>		
Balarama Govinda Das*	-	-
Ba. Ramesh*	-	-
N. B. Kumar*	-	-
<b>Interest Paid/ Payable</b>		
Balarama Govinda Das	36	69
Ba. Ramesh	18	63
N. B. Kumar	61	101
<b>Dividend Paid</b>		
Balarama Govinda Das	369	290
Ba. Ramesh	373	293
N. B. Kumar	369	289
<b>Transactions with Relatives of KMP</b>		
<b>Salary Paid</b>		
B. Prasannan	2.25	27
N.B. Arun	21	21
R.Gokul	24	24
B.K. Kishorelal	11.5	6
R. Shalini	3	3
P. Shylaja	25	3
<b>Amount payable at the year end</b>		
Yamuna Vasini Deva Dasi	1,267	1,250
B. R. Sumati	-	1,260
K. Thamarai Selvi	-	1,250

Description	2023-24	2022-23
<b>Interest payable/paid</b>		
K. Thamarai Selvi	1120	77
B.R. Sumathi	106	69
Yamuna Vasini Deva Dasi	76	70
Prahaladan (S/O Prasannan)	1	1
R. Shalini*	-	-
P. Shylaja	1	1
Y.Darmini	1	1
<b>Dividend Paid</b>		
B. Rajeshkanna	4	3
B. Prasannan	2	3
K. Thamarai Selvi	6	2
Ba.R.Darmini	9	6
Yamuna Vasini Deva Dasi	4	3
R. Gokul	3	3
N.B. Arun	4	3
B.K. Kishorelal	4	3
B. R. Sumati*	1	-
R. Shalini	2	1
P. Shylaja	5	1
<b>Enterprises over which KMP and their relatives have substantial interest</b>		
<b>Advance</b>		
Thangamayil Gold and Diamond Private Limited	2	7
Balusamy Silvears Jewellery Private Limited	17	2
<b>Dividend Paid</b>		
Thangamayil Gold and Diamond Private Limited	105	81
Balusamy Silvears Jewellery Private Limited	34	26
<b>Interest</b>		
Thangamayil Gold and Diamond Private Limited	-	5
Balusamy Silvears Jewellery Private Limited*	-	1

\* Amount below rounding-off limit.

Note: The above information has been determined to the extent such parties have been identified on the basis of information provided by the company, which has been relied upon by the auditors.

## Note 35 - Earnings per Share

The numerators and denominators used to calculate Basic / Diluted Earnings per Share:

₹in Lakhs

	Particulars	2023-24	2022-23
a)	Amount used as the numerator: Net profit for the year after tax (A) (₹in Lakhs )	12,324	7,974
b)	Basic / Weighted average number of Equity Shares used as the denominator - (B)	27,439,164	27,439,164
c)	Nominal value of Equity shares (₹)	10	10
d)	Basic / Diluted Earnings per share - (A/B) (₹)	45	29

## Note 36 - Segment Report

The company is engaged in the business of Gold Jewellery, Diamond and Silver Articles, which constitutes a single business segment. In view of the above, there are no segment wise reports to be disclosed in terms of Indian Accounting Standard (Ind AS) 108- "Segment Reporting" issued by The Institute of Chartered Accountants of India.

## Note 37 - Employee Benefits

### a. Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

₹in Lakhs

Particulars	2023-24	2022-23
Employer's Contribution to Provident Fund	348	243
Employer's Contribution to Employees' State Insurance Scheme	100	90

### b. Defined Benefit Plan

The company provides for gratuity, a defined benefit plan (the Gratuity Plan), to its employees. The Gratuity Plan provides for a lump sum payment to vested employees at retirement or termination of employment, whichever is earlier, based on the respective employee's last drawn salary and years of employment with the Company. The employee's gratuity funds are managed by Insurance Company.

₹ in Lakhs

Particulars	2023-24	2022-23
<b>Change in Obligation</b>		
1. Obligations at the beginning of the year	578	474
2. Add: Current Service Cost	109	110
3. Add: Interest Cost	43	35
4. Add: Actuarial (Gain)/Losses due to change in assumptions	(48)	(18)
5. Less: Benefits paid	30	22
<b>6. Obligations at the end of the year</b>	<b>652</b>	<b>578</b>
Fair value of Plan Assets		
1. Fair value of Plan assets at the beginning of the year	416	260
2. Add: Expected Return on Plan Assets	35	39



Particulars	2023-24	2022-23
3. Add: Actuarial Gain/(Loss)	-	-
4. Add: Contribution	193	138
5. Less: Benefits paid	30	(22)
<b>6. Fair value of Plan assets at the end of the year</b>	<b>614</b>	<b>416</b>
<b>Actual Return on Plan Assets</b>		
1. Expected Return on Plan Assets	35	39
2. Actuarial Gain/(Loss) on Plan Assets	-	-
<b>3. Actual Return on Plan Assets</b>	<b>35</b>	<b>39</b>
<b>Amount Recognized in Balance Sheet</b>		
1. Present value of Obligation as at March 31	652	578
2. Less: Fair value of Plan Assets as at March 31	614	416
<b>3. Net Liability/ (Asset) Recognized in the Balance Sheet</b>	<b>38</b>	<b>163</b>
<b>Expenses recognized in Profit and Loss</b>		
1. Current Service cost as per Valuation Report	109	110
2. Add: Interest cost	43	35
3. Less: Expected Return on Plan Assets	35	39
4. Less: Actuarial (Gain) / Loss	(48)	18
<b>5. Expense recognized in Profit and Loss account</b>	<b>69</b>	<b>87</b>
<b>Remeasurements recognised in statement of Other Comprehensive income</b>		
(Gain) /loss recognised in statement of other comprehensive income	(48)	18
<b>Actuarial Assumptions</b>		
1. Discount Rate (Per Annum)	7.25%	7.25%
2. Expected Rate of Return on Plan Assets (per annum)	-	-
3. Salary Escalation (per annum)	7.00%	5.00%

Provision for gratuity fund of ₹ 38 lakhs (Previous year ₹ 163 lakhs) being the net liability recognized as per actuarial valuation of gratuity fund.

The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over the entire life of the related obligation.

The assumption of future salary increase, are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

### Investment Details

The company made annual contributions to the Employee Group Gratuity Trust based on the actuarial valuation. The said Trust is in the process of making investment of Gratuity Fund through Life Insurance Corporation of India according to guidelines of IRDA.

38. The company is collecting advances from customers both in the form of gold and money and no value addition is charged as per terms of agreement at the time of sale of ornaments. The liability for receipt of customer advances in this category is accounted as and when received by the company. At the time of redemption entire value addition will be given as discount to the customers and no provision for such future discount is made in the accounts in accordance with

the material accounting policies of the company as the real time sale is contingent on redemption. As sum of ₹ 41,916 lakhs (Previous year ₹ 24,956 lakhs) is outstanding in such scheme as on 31st March 2024. The discount if any payable in future on redemption will be treated as reduction in sales realization. This treatment in accounts is consistently followed by the Company with no material deviation in accounting.

39. Survey was conducted by The Assistant Commissioner of Customs, Customs Preventive Unit, Madurai at the manufacturing units and purchase premises of the company in FY 2020-21. Gold Coin weighing 1,643 grams was taken over by the official under the protest of certain scratches appeared in the items and also resemblance of foreign origin of the items. By virtue of accepting coins from customers after taking due declaration, the company at different point of time accepted the coins that fulfilled purity and other regulatory essentials. The company has received notice from the department and appeared before the Appropriate Authority and produced necessary documents and explanation. The company is of the view that with the submissions made to the authorities, it will come out of the legal tangle, and hence no provision is made in the books of account. The above said quantity was included in the closing stock as of 31st March 2024.
40. In the opinion of the management, there is no impairment in the carrying cost of property, plant and equipment of the Company in terms of the Indian Accounting Standard (Ind AS) 36 "Impairment of Assets" issued by the Institute of Chartered Accountants of India except for those disclosed in note no. 31.

## Note 41 - Quantitative Information

For the year ended 31st March 2024

Class of Goods	Unit	Opening Stock	Purchase/ Consumption	Sales	Closing Stock
Gold and Jewellery	Grams	16,80,369	5,817,164	5,691,815	1,805,718
Silver, Silver Golu and Articles	Grams	77,17,688	34,140,126	34,751,309	7,106,505
Silver Articles	Pcs	89,643	387,670	317,775	159,538
Diamonds	Carats	5,098	15,942	15,012	6,029
Precious Stones	Carats	5,388	16,254	12,549	9,093
Platinum and Precious Stones	Pcs	247	716	543	420
Alloy and Copper	Grams	27,170	26,201	-	53,370

For the year ended 31st March 2023

Class of Goods	Unit	Opening Stock	Purchase/ Consumption	Sales	Closing Stock
Gold and Jewellery	Grams	14,30,109	57,45,694	54,95,434	16,80,369
Silver, Silver Golu and Articles	Grams	63,36,265	3,43,90,039	3,30,08,616	77,17,688
Silver Articles	Pcs	60,114	3,15,171	2,85,642	89,643
Diamonds	Carats	3,490	12,409	10,802	5,098
Precious Stones	Carats	1,693	12,067	8,372	5,388
Platinum and Precious Stones	Pcs	378	231	362	247
Alloy and Copper	Grams	31,520	(4,350)	-	27,170

## Note 42

### Details of Products Sold – Broad Heads

₹in Lakhs

Particulars	2023-24	2022-23
<b>Finished Goods Sold</b>		
Gold Ornaments	341,655	267,108
Silver Items	20,727	17,137
<b>Total</b>	<b>362,382</b>	<b>284,245</b>
<b>Traded Goods Sold</b>		
Gold Ornaments	126	16,532
Diamonds	11,902	8,502
Silver Items	8,268	5,977
<b>Total</b>	<b>20,296</b>	<b>31,010</b>

### Details of Materials Consumed -Broad Heads

₹in Lakhs

Particulars	2023-24	2022-23
Details of Materials Consumed		
Gold Ornaments	312,534	261,947
Silver Items and Diamonds	33,265	23,585
<b>Total</b>	<b>345,799</b>	<b>285,532</b>

### Details of Inventory – Broad Heads

₹in Lakhs

Particulars	2023-24	2022-23
Pure Gold	568	1,711
Gold Ornaments	110,028	88,498
Silver Items	4,644	4,961
Diamond	3,682	3,064
<b>Total</b>	<b>118,922</b>	<b>98,234</b>

## Note 43 - Expenditure in Foreign Currency

₹in Lakhs

Particulars	2023-24	2022-23
Travelling Expenses	3	1
Consultancy Charges	95	88
Capital Goods	21	-

## Note 44

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active

consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

## Note 45 - Financial Risk Management Framework

The Company is exposed predominantly to liquidity risk and market risk which may adversely impact the fair value of its financial instruments. The company assess the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company. The risks and mitigating actions are also placed before the Audit Committee of the Company.

### Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities when due without incurring unacceptable losses.

The company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March. Cash flow from operating activities provides the funds to service the financial liabilities on a day to day basis. The company regularly monitors the rolling forecasts to ensure it has sufficient cash on an ongoing basis to meet operational requirements. Any short term surplus cash generated, over and above the amount required for working capital management and other operational needs, is retained as undrawn from limits ( to the extent required) to ensuring sufficient liquidity to meet liabilities. The company expects to meet their obligations from operating cash flows.

For long term borrowings, the company also focuses on maintaining/ improving its credit ratings to ensure that appropriate refinancing options are available on the respective due dates.

₹in Lakhs

Particulars	Less than 1 year	1 to 5 years	Total
<b>As at March 31, 2024</b>			
Borrowings and Other financial Liabilities	38,661	11,389	50,050
Trade and Other Payable	3,088	-	3,088
<b>Total</b>	<b>41,749</b>	<b>11,389</b>	<b>53,138</b>
<b>As at March 31, 2023</b>			
Borrowings and Other financial Liabilities	41,401	13,424	54,825
Trade and Other Payable	3,052	-	3,052
<b>Total</b>	<b>44,453</b>	<b>13,424</b>	<b>57,877</b>

### Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market places. Market risk comprises two types of risk: Interest rate risk, and price risk. Financial instruments affected by market risk include loans and borrowings and deposits.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This risk exists mainly on account of borrowing of the Company. However, all these borrowings are at flexible interest rate and based on the limit availment and hence the exposure to change in interest rate is insignificant in the current syndrome.

#### Price risk

Gold price fluctuation risk could arise on account of frequent changes in gold prices either up or downside momentum. It could have adverse impact on earnings. We are maintaining our inventory price hedging around 76:24 basis. This will help the company with any gold price fluctuation. Your Board will take appropriate action in managing the fluctuation impact in gold price movement from time to time to increase to 89:11 basis.

## Note 46 - Additional regulatory Disclosures as Per Schedule III of Companies Act, 2013

Additional Regulatory Information pursuant to Clause 6L of General instructions for preparation of Balance sheet as given in part I of Division II of schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statement.

- a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- b) The company has fund based and non-fund-based Limits of Working capital from Banks and financial institutions. For the said facility, the revised submissions made by the Company to its multiple bankers based on closure of books of accounts at the year end, the revised quarterly returns or statements comprising stock statements, book debt statements, credit monitoring arrangement reports, statements on ageing analysis of the debtors/others receivables, and other stipulated financial information filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the company of the respective quarters and no material discrepancies have been observed.
- c) The company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- d) The company has not entered into any transactions with companies struck off under section 248 of the companies Act, 2013 or section 560 of company Act, 1956.
- e) The company has complied with the number of layers prescribed under clause (87) of section 2 of the companies (Restrictions on number of layers) Rules, 2017.
- f) The company has not advanced or loaned or invested funds to any other persons(s) or entity (is), including foreign entities (intermediaries), with the understanding that the intermediary shall;
  - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by on behalf of the company (Ultimate Beneficiaries) or
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries
- g) The company has not received any funds from any persons(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall;
  - i. Directly and indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party (Ultimate beneficiaries) or
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- h) The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the income Tax Act, 1961).
- i) The Company has not traded or invested in crypto currency or virtual Currency during the financial year.

## Note 47 - Ratios

S.No	Particulars	Numerator	Denominator	Year ended		Variance	Remarks
				March 31, 2024	March 31, 2023		
1	Current Ratio	Current Assets	Current Liabilities	1.54	1.58	-2.34%	Not applicable
2	Debt-Equity Ratio	Net Debt	Shareholder's Equity	1.84	2.01	-8.58%	Not applicable
3	Debt Service Coverage Ratio	Earnings Available for debt service**	Debt Service	36%	22%	64.13%	Better sales volume and increase in net profit
4	Return on Equity Ratio	Net Profit after taxes	Average Shareholder's Equity	27.95%	22.37%	24.93%	Not applicable
5	Inventory turnover ratio	Revenue	Average inventory	3.52	3.64	-3.17%	Not applicable
6	Trade Receivables turnover ratio	Revenue	Average Trade Receivables	1,030.19	1,088.96	-5.40%	Not applicable
7	Trade payables turnover ratio	Purchases	Average Trade payables	193.45	223.72	(13.5%)	The reduction is due to better/ faster payment to vendor
8	Net capital turnover ratio	Revenue	Working capital Ratio	8.36	7.78	7.51%	Not applicable
9	Net profit ratio	Net Profit before tax	Revenue	4.31%	3.42%	25.98%	Increased in net profit has resulted in better ratio
10	Return on Capital employed	Earnings before interest and taxes	Average Capital Employed	15.97%	14.52%	9.97%	Not applicable
11	Return on investment	Income generated from Investment	Average Investment	NA	NA	NA	

Earnings Available for debt service\*\*

\*\*Net Profit after taxes+Non cash operating expenses+Interest+Other adjustments

## Note-48 Capital Management

For the purpose of the Company capital management, capital includes issued equity capital and other equity reserve attributable to the equity shareholders of the Company. The primary objective of the company's capital management is to maximise the shareholder value.

The company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day to day need with a focus on total equity so as to maintain investor, creditors and market confidence.

The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt is calculated as borrowing less cash and cash equivalents and other bank balances.

₹in Lakhs

Particulars	March 31, 2024	March 31, 2023
Borrowings – Total Liabilities	56,618	60,594
Less: Cash and Cash equivalents, other bank balances.	8,180	7,639
Net Debts (A)	48,438	52,955
Equity	49,318	38,879
Capital and Net debt (B)	97,756	91,834
Gearing Ratio (A/ B)	50%	58%

All figures have been rounded off to the nearest rupees in lakhs

Previous year figures have been regrouped / reclassified to make them comparable with that current year.

### Subject to our report of even date

For **B. Thiagarajan & Co.,**  
Chartered Accountants  
Firm's Registration No: 0043715

**D. Aruchamy**

Partner  
M.No.219156

Place - Madurai  
Date – 20/05/2024

For **Thangamayil Jewellery Limited**

**Balarama Govinda Das**  
Managing Director DIN: 00266424

**Lalji Vora**

Independent Director DIN: 01899070

**Yamuna Vasini Deva Dasi**  
Non-Executive Director DIN: 01388187

**V. Vijayaraghavan**  
Company Secretary

**Ba. Ramesh**

Joint Managing Director DIN: 00266368

**V. R. Muthu**

Independent Director DIN: 01908841

**J. Rajakumari**

Independent Director DIN: 08860956

**B. Rajeshkanna**

Chief Financial Officer DIN: 01334048

**N. B. Kumar**

Joint Managing Director DIN: 01511576

**S.Rethinavelu**

Independent Director DIN: 00935338

**S.M. Chandrasekaran**

Independent Director DIN: 08719332

## 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"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
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](http://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](http://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](http://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](mailto: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](mailto:companysecretary@thangamayil.com) / RTA email id – [coimbatore@linkintime.co.in](mailto: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](mailto: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](mailto: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](http://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





ATTENDANCE SLIP

THANGAMAYIL JEWELLERY LIMITED

Regd. Office: No.124, Nethaji Road, Madurai-625001. (CIN-L36911TN2000PLC044514)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

joint Shareholders may obtain additional slip at the venue of the meeting

Form with fields: DP Id\*, Client Id\*, Folio No., No.of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 24th Annual General Meeting of the Company held on Thursday 25th July, 2024 at 11:30 a.m at Tamilnadu Chamber of commerce & Industry, No. 178 B, Kamarajar Salai, Madurai - 625009.

\*Applicable for investors holding shares in electronic form

Signature of shareholder / Proxy



PROXY FORM



THANGAMAYIL JEWELLERY LIMITED

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Form with fields: Name of the member(s): Registered address, E-mail id: Folio / Dp ID-Client ID No.

1/We being the member(s) of.....shares of the above named company hereby appoint:

- 1).....of.....having e-mail id.....or failing him
2).....of.....having e-mail id.....or failing him
3).....of.....having e-mail id.....or failing him

as my/out proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on Thursday 25th July, 2024 at 11:30 a.m at Tamilnadu Chamber of Commerce & Industry, No. 178 B, Kamarajar Salai, Madurai- 625009 and at any adjournment there of in respect of such resolutions are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Table with columns: Resolutions - Ordinary Business, Resolutions - Special Business, FOR, Against. Contains 10 rows of resolutions.

Signature this.....day of.....2024

Signature of Shareholder.....

Signature of Proxy holder (s).....

- Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the No Notice of the 24th Annual General Meeting.
3. It is optional to put a 'X' in the appropriated column against the Resolution indicated in the Box. If you leave the 'For' of 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.,

Affix Revenue Stamp





THANGAMAYIL JEWELLERY LIMITED<sup>®</sup>

CIN: L36911TN2000PLCO44514

Corporate Office-No.25/6, Palami Center, New Natham Road,  
Near Ramakrishna Mutt, Madurai-625014.

**Tel: 0452 - 438 2815 | 438 2816, Fax: 0452 - 2566560**

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Registered Office - No. 124, Nethaji Road, Madurai - 625001

Visit us: [www.thangamayil.com](http://www.thangamayil.com) | email: [care@thangamayil.com](mailto:care@thangamayil.com)