

Ref. No: NSE/LIST/46176

January 28, 2025

The Company Secretary,
Thangamayil Jewellery Limited**Kind Attn.: Mr. V. Vijayaraghavan**

Dear Sir,

Sub: Proposed Rights issue of up to [●] Equity shares of ₹ Rs. 10 each.

We are in receipt of application regarding in-principle approval for proposed [●] fully paid-up Equity shares of Face Value of Rs. 10/- each of the company for cash at a price of [●] per rights equity share (including a premium of ₹[●] per rights equity share), aggregating up to ₹510 Crores on a rights basis to the eligible equity shareholders of the company in the ratio of [●] rights Equity for every [●] equity shares held by the eligible equity shareholders of the company on the record date.

In this regard, the Exchange is pleased to grant in-principle approval for issue, subject to the company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the guidelines, regulations, directions of the Exchange or any statutory authorities, documentary requirements from time to time.
4. Compliance of all conditions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on date of listing.
5. Compliance of the Companies Act, 1956 / Companies Act, 2013 and other applicable laws.

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange and Securities Laws.

Kindly note that the Exchange will issue approval for listing and trading of equity shares subject to the compliances as stated above. The company should not take any steps to dematerialize any of the securities pursuant to the in – principle approval given in this letter by the Exchange, until further notice.

You have been permitted to use the name of the National Stock Exchange of India Limited in the Letter of Offer in respect of the proposed rights issue provided the company prints the Disclaimer Clause as given below in the offer document after the SEBI disclaimer clause.

As required, a copy of this letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/46176 dated January 28, 2025, permission to the Issuer to use the Exchange's name in this letter of offer as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer's securities will be listed or will continue to be listed. Exchange: nor does it take any

responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

You may insert the following lines in the advertisements instead of the entire disclaimer clause: "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the 'Disclaimer Clause of NSE'".

Kindly note that the Exchange will issue approval for listing and trading of equity shares subject to the compliances as stated above. The company should not take any steps to dematerialize any of the securities except rights entitlement pursuant to the in – principle approval given in this letter by the Exchange, until further notice.

The proposed issue can open for subscription within a period of 12 months from the record date.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

This Document is Digitally Signed

cc:

Lead Managers to the Issue	Registrar to the Issue
Sundae Capital Advisors Private Limited	Link Intime India Private Limited

Depositories	
National Securities Depository Limited	Central Depository Services Limited

This Document is Digitally Signed

LOD/Rights/KS/FIP/1761/2024-25

January 30, 2025

The Company Secretary,
Thangamayil Jewellery Ltd.
124, Nethaji Road, Madurai, Tamil Nadu, 625001.

Dear Sir/Madam,

Sub: **In-principle approval and use of name of the Exchange for the proposed Rights Issue of Fully Paid-up Equity Shares of Thangamayil Jewellery Ltd.**

We refer to your letter dated December 23, 2024 on the captioned matter and the letter dated December 23, 2024 from the lead manager confirming that your proposed rights issue is compliant with Regulation 99 of SEBI (ICDR) Regulations, 2018 as on the date of this letter.

In this regard, we are pleased to inform you that the Exchange accords its in-principle approval to you under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed rights issue of **Fully Paid-Up** Equity Shares of up to **Rs. 510 Crores**, that you may use the name of the Exchange in your Letter of Offer in respect of your proposed Rights Issue of **Fully Paid-Up** Equity Shares, provided you print the "DISCLAIMER CLAUSE" as given below in your Letter of Offer and also in all the advertisements relating to your rights issue where this Exchange's name is mentioned.

"BSE Limited ("the Exchange") has given, vide its letter dated January 30, 2025 permission to this Company to use the Exchange's name in this Letter of Offer as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."



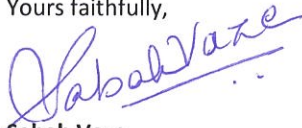
You may insert the following lines instead of the entire disclaimer clause in all the advertisements relating to the Company's rights issue where this Exchange's name is mentioned:

"It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited".

Further, you shall:

- Obtain necessary statutory approvals of the concerned regulatory authorities as may be required.
- At the time of filing the Letter of Offer with this Exchange, submit a statement of confirmation by the Merchant Bankers of the Issue stating compliance with each of the clauses under Regulation 99 of SEBI (ICDR) Regulations, 2018 and that the company is eligible to make an issue thereunder.

Yours faithfully,



Sabah Vaze
Senior Manager



Karan Shah
Assistant Manager

V

VIJAYARAGHA
VAN

Digitally signed by V
VIJAYARAGHAVAN
Date: 2025.01.31
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