THANGAMAYIL
JEWELLERY LIMITED

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ,Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings / conducting postal ballot process through e-voting and any other applicable law, rules and regulations that the Resolutions as set out hereunder are proposed for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only. The explanatory Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts are annexed for your consideration and approval.

SPECIAL BUSINESS

1.Appointment of Mr.K. THIAGARAJAN (DIN: 03638370) as an Independent Director (Special Resolution)

To consider and, if thought fit, to pass the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(b) 17, 17(1C), 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. K. Thiagarajan (DIN: 03638370)**, who was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from **04.11.2026** pursuant to Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a **Non-Executive Independent Director** of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from **04.11.2026 to 03.11.2031**."

"RESOLVED FURTHER THAT the Board of Directors of the Company are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and updating statutory registers."

RESOLVED FURTHER THAT the Board of Directors of the Company, or any person authorised by the Board, be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary or expedient to give effect to this resolution, including filing the necessary forms with the Registrar of Companies, making necessary disclosures to the stock exchanges and completing all other statutory and regulatory compliances in this regard."

2.Appointment of Mr. B RAJESH KANNA (DIN: 01334048) as Whole-time Director designated as Whole-time Director and Chief Financial Officer (Ordinary Resolution)

To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. B Rajesh Kanna appointed as an Additional Director and the approval of the Members be and is hereby accorded for the appointment of **Mr. B. Rajesh Kanna (DIN: 01334048**), presently serving as the **Chief Financial Officer and Key Managerial Personnel** of the Company, as **Whole-time Director and Chief Financial Officer** of the Company, for a period of five (5) years commencing from **04.11.2026 to 03.11.2031** on the terms and conditions set out in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT the remuneration presently payable to Mr. B. Rajesh Kanna in his capacity as Chief Financial Officer, amounting to ₹99.60 lakh per annum, which was approved by the Members at the Annual General Meeting of the Company held on 29 July 2026 pursuant to Section 188(1)(f) of the Companies Act, 2013, shall continue to remain unchanged and shall constitute the total remuneration payable to him for his combined responsibilities as Whole-time Director and Chief Financial Officer."

"RESOLVED FURTHER THAT the appointment of Mr. B. Rajesh Kanna as Whole-time Director shall not result in any additional remuneration, increase in remuneration or duplication of remuneration, and the total annual remuneration payable to him shall continue to be ₹99.60 lakh per annum, subject to such revisions, increments or other changes, if any, as may be approved in accordance with the applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and other applicable laws."

"RESOLVED FURTHER THAT Mr. B. Rajesh Kanna shall continue to discharge the functions and responsibilities of the Chief Financial Officer and Key Managerial Personnel of the Company in addition to his responsibilities as Whole-time Director, and his designation shall accordingly be "**Whole-time Director & Chief Financial Officer**" and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary, or modify the terms and conditions of the said appointment and/or remuneration from time to time within the overall limits specified under the Companies Act, 2013, SEBI LODR Regulations,2015 and Schedule V to the Act, and to do all such acts, deeds, and things necessary to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company, or any person authorised by the Board, be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary or expedient to give effect to this resolution, including filing the necessary forms with the Registrar of Companies, making necessary disclosures to the stock exchanges and completing all other statutory and regulatory compliances in this regard."

Thangamayil Jewellery Limited

CS K. Narayanan
(Company Secretary)

Place: Madurai
Date:04.11.2026

NOTES AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**), in respect of the proposed resolution given in this Postal Ballot Notice, the details under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(**'SEBI Listing Regulations'**) and Clause 1.2.5 of the Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as an Independent Director and Whole-time Director is furnished in the explanatory statement of the Postal Ballot Notice.

2. In line with the Circulars issued by the Ministry of Corporate Affairs vide , **General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars'),** the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories.

3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, **MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028, Tamilnadu, Phone: 0422 2314792, 2539835 / 836, 4958995, Email: investor.helpdesk@in.mpms.mufg.com.**

4. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Wednesday, November 04, 2026 ("cut-off date").** A person who is not a shareholder on the relevant date should treat this notice for information purposes only. Members holding equity shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Thursday, December 17, 2026. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to its members.

7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.thangamayil.com **,** website of CDSL at www.evotingindia.com and on the website of Stock Exchanges, i.e., BSE Limited at www.bseindia.com & NSE India Limited at www.nseindia.com .

8. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Ordinary and Special Resolution. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at smrajunaidu@gmail.com with a copy marked to MUFG Intime India Private Limited at coimbatore@in.mpms.mufg.com . 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

9. Documents referred to in the Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 10.00 a.m. to 05.00 p.m. on all working days until closure of time for casting vote through remote e voting, and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period.

10. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the resolution set forth in this Postal Ballot Notice.

11. In order to increase the efficiency of the voting process and pursuant to **SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020,** all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DP's thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

12. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **cut-off date i.e Wednesday,November 04,2026.**

13. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.

14. The remote e-voting facility will be available during the following period: **Commencement of remote e-voting: 09.00 a.m. (IST) on Wednesday, November 18, 2026; End of remote e-voting: 05.00 p.m. (IST) on Thursday, December 17, 2026. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.**

15. The Board of Directors of the Company has appointed Mr. S Muthuraju, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot process and the remote e-voting in a fair and transparent manner and He has communicated their willingness to be appointed.

16. The Scrutinizer, after scrutinizing the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutinizer's Report and submit the same to the Chairman of the Company or any other person authorized by the Chairman. The Scrutinizer's decision on the validity of votes cast will be final. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at the link www.thangamayil.com and on the website of CDSL at www.evotingindia.com**.** The results will be communicated to the Stock Exchange simultaneously and will also be displayed at the registered office of the Company.

17. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting **i.e., Thursday, December 17, 2026.**

18. It is however clarified that Members of the Company as on cut-off date i.e**. Wednesday,November 04,2026.** (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the proposed resolutions, in accordance with the process specified in this Postal Ballot Notice.

19. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

20. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

21. The detailed process and manner for remote e-voting are explained herein below:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE 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 **Wednesday, November 18, 2026 at 09.00 a.m** and ends on **Thursday, December 17, 2026 at 05.00 p.m**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Wednesday, November 04,2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(II) 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.

(iii) 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 above said 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**	1) 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 www.cdslindia.com and click on Login icon and My Easi New (Token) Tab. 2) 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia,com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be redirected to **e-Voting service provider website** for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
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.: 022-48867000 and 022-24997000

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

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical share-holders) • 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.

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

(vi) 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant THANGAMAYIL JEWELLERY LIMITED on which you choose to vote.

(ix) 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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) 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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non–Individual Shareholders and Custodians –**For Remote Voting only.

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be de link in the 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 , 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 share-holder, 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 **investor.helpdesk@in.mpms.mufg.com.**

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 through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.**18002109911.**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 1: Appointment of Mr.K. THIAGARAJAN (DIN: 03638370) as an Independent Director:

The Board of Directors in meeting held on 04.11.2026 of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC) at its meeting held on 03.11.2026, appointed Mr. K. Thiagarajan (DIN: 03638370) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from November 04, 2026, pursuant to Section 161(1) of the Companies Act, 2013 ("Act").

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"),2015, the approval of the members for the appointment of a Director must be obtained within a period of three (3) months from the date of appointment. Accordingly, shareholder approval is being sought through this Postal Ballot.

Mr. K. Thiagarajan has given his consent to act as a Director in Form DIR-2, a declaration in Form MBP-1 stating that he is not interested in any other entity beyond disclosures made, and a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations,2015.

In the opinion of the Board, Mr. K. Thiagarajan fulfills the conditions specified in the Act and SEBI LODR Regulations,2015 for appointment as an Independent Director and is independent of the Management. He has also registered himself in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA). Further, he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred or restrained from holding the office of Director by virtue of any SEBI order or statutory authority.

A brief profile of Mr. K. Thiagarajan and disclosures required under Regulation 36(3) of the SEBI LODR Regulations,2015 and Secretarial Standard on General Meetings (SS-2) are set out below:

DISCLOSURE PURSUANT TO REGULATION 36(3) OF SEBI LODR REGULATIONS,2015 & SS-2

Particulars	**Details**
Name of the Director	Mr. K. Thiagarajan
DIN	03638370
Date of Birth / Age	2nd August, 1988, 38 years
Date of Appointment	04th November,2026
Tenure	from 04.11.2026 to 03.11.2031
Qualifications	Graduated from the University of Warwick, UK with a degree in Engineering Management.

Expertise in Specific Functional Areas	Corporate Strategy, General Management, Operational Governance & Compliance
Directorships held in other Listed Entities	VTM Limited
Membership / Chairmanship of Committees in other Listed Entities	Member of Stakeholder Relationship Committee - VTM Limited
Shareholding in the Company	Nil
Relationship with other Directors / KMPs	Not related to any Director or Key Managerial Personnel of the Company
Existing remuneration	-
Skills and Capabilities	Comprehensive expertise in textile manufacturing, processing, supply chain management, and operational efficiency. Driving modern automation, quality standards, and export-oriented growth. Proven track record in long-term strategic planning, risk management, and regulatory compliance. Deep expertise in board governance, policy formulation, and stakeholder value creation
Sitting fees	As applicable to Directors of the Company, subject to applicable provisions of the Companies Act,2013
Other terms	As determined by the Board in accordance with applicable law .

Brief Profile of Mr. K. Thiagarajan:

Mr. K. Thiagarajan (born August 2, 1988), son of Sri. Karumuttu T. Kannan and Smt. Uma Kannan and grandson of the legendary industrialist Sri. Karumuttu Thiagarajan Chettiar, holds a degree in Engineering Management from the University of Warwick, UK. He brings extensive industrial and administrative expertise to his executive roles as Managing Director of Thiagarajar Mills (P) Ltd., Madurai, and Chairman & Managing Director of VTM Limited, Virudhunagar. Beyond industrial leadership, Mr. Thiagarajan actively steers higher education as Chairman & Correspondent of Thiagarajar College of Engineering and Correspondent of Thiagarajar College (Arts & Science), Madurai. He plays a prominent role in industry governance as a Past Chairman of the CII Tamil Nadu State Council, an elected Member-Tamil Nadu State Representative of the CII Southern Regional Council (2025–26), and Chairman of the CII SR Taskforce on People Skills (Education and Industry Institute Linkages, 2025–26). Additionally, he serves as an Executive Committee Member of The Southern India Mills' Association (SIMA), Coimbatore, and is an active member of the Entrepreneurs' Organization (Chennai Chapter).

The Board considers that his induction will immensely benefit the Company through enhanced governance and strategic direction. Accordingly, the Board recommends the set out at Item No. 1 for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. K. Thiagarajan (to the extent of his appointment), are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2: Appointment of Mr. B Rajesh Kanna (DIN: 01334048) as Whole-time Director designated as Whole-time Director and CFO:

Mr. B. Rajesh Kanna (DIN: 01334048) is presently serving as the **Chief Financial Officer and Key Managerial Personnel** of the Company.

Considering the growth of the Company, the increasing scale of its operations and the need for continued involvement of the senior management and as a measure of succession planning in the overall management and affairs of the Company, the Board of Directors in the meeting held on 04.11.2026, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 03.11.2026, considered and approved the appointment of **Mr. B. Rajesh Kanna as Whole-time Director and Chief Financial Officer** of the Company, for a period of **five (5) years commencing from 04.11.2026 to 03.11.2031** subject to the approval of the Members of the Company and such other approvals as may be required under applicable laws.

Mr. B. Rajesh Kanna shall continue to discharge his existing responsibilities as **Chief Financial Officer and Key Managerial Personnel**, in addition to his responsibilities as Whole-time Director. His designation shall accordingly be **"Whole-time Director & Chief Financial Officer"** and is not liable to retire by rotation.

Existing Remuneration

The remuneration presently payable to Mr. B. Rajesh Kanna is **₹99.60 lakh per annum**.

The said remuneration was approved by the Members of the Company at the **Annual General Meeting held on 29 July 2026 pursuant to Section 188(1)(f) of the Companies Act, 2013**, in connection with his appointment to the office/place of profit as Chief Financial Officer.

The proposed appointment as Whole-time Director **does not involve any increase in or additional remuneration**. The existing remuneration of **₹99.60 lakh per annum shall continue as the total remuneration payable to Mr. B. Rajesh Kanna for his combined responsibilities as Whole-time Director and Chief Financial Officer**.
Accordingly, there shall be **no duplication of remuneration** for the said position.

Any future revision, increment or modification in remuneration, if any, shall be subject to the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations,2015 and other applicable laws, and the necessary approvals, wherever required.

Terms of Appointment

Particulars	**Details**
Name of the Director	Mr. B. Rajesh Kanna
DIN	01334048
Date of Birth / Age	28th April 1980, 46 years
Date of Appointment	04th November,2026
Tenure	from 04.11.2026 to 03.11.2031
Qualifications	Certification/Diploma in Gemology
Expertise in Specific Functional Areas	Corporate Strategy, General Management, Operational Governance & Compliance
Directorships held in other Listed Entities	-
Membership / Chairmanship of Committees in other Listed Entities	-
Shareholding in the Company	15,150
Relationship with other Directors / KMPs	Related to Directors - Mr. Balarama Govinda Das (father) and Mrs. Yamuna Vaisini Deva Dasi (mother)
Existing remuneration	₹99.60 lakh per annum
Proposed change in remuneration	Nil
Total remuneration after appointment	₹99.60 lakh per annum
Sitting fees	As applicable to Directors of the Company, subject to applicable provisions of the Companies Act,2013.
Skills and Capabilities	Proficient in capital structuring, liquidity management, working capital optimization, and cash flow forecasting. Expertise in evaluating strategic investment proposals, cost-control mechanisms, and capital budgeting.
Other terms	As determined by the Board in accordance with applicable law .

Brief Profile of Mr. B. Rajesh Kanna:

Mr. Rajesh Kanna oversees the financial stewardship of the organization, ensuring robust internal controls, sustainable growth, and adherence to statutory and regulatory requirements. He works closely with the Board of Directors and

senior management in driving operational efficiency, capital allocation, business expansion, and long-term value creation for shareholders. His contributions have supported Thangamayil Jewellery's continued growth and strong market presence across Tamil Nadu.
Mr. Rajesh Kanna is recognized for his expertise in financial management, corporate governance, and strategic planning, contributing significantly to the company's reputation as a trusted and professionally managed jewellery retailer.
Integration of Financial Strategy at Board Level: Elevating Mr. Rajesh Kanna to the Board directly links financial management, capital allocation, and risk management with strategic executive oversight.
Dual Role Handling: Pursuant to Sections 196, 197, 203, and applicable provisions of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015, Mr. Rajesh Kanna will handle both positions as Whole-time Director and Chief Financial Officer, ensuring continuity and seamless execution.
Operational Synergy & Leadership Continuity: His established relationship with the Board, executive management, and external financial stakeholders provides leadership stability as the company expands its retail presence.

Statutory Compliance
The proposed appointment is subject to the provisions of **Sections 196, 197, 198 and 203 of the Companies Act, 2013, Schedule V thereto**, and other applicable provisions of the Act and the rules made thereunder.

The appointment and remuneration shall also be subject to the applicable provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, including the provisions relating to remuneration of executive directors.

The Board has also considered the applicable limits on managerial remuneration with reference to the net profits of the Company determined in accordance with **Section 198 of the Companies Act, 2013**.

Interest of Directors and Key Managerial Personnel
Except **Mr. B. Rajesh Kanna**, who is concerned or interested in the proposed resolution, and his relatives Sri. Balarama Govinda Das and Smt.Yamuna Vasini Deva Sasi, **none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution**, except to the extent of their shareholding, if any, in the Company.

Nomination and Remuneration Committee
The proposed appointment of Mr. B. Rajesh Kanna as Whole-time Director and Chief Financial Officer has been considered and recommended by the **Nomination and Remuneration Committee**, taking into account his experience, existing responsibilities, knowledge of the Company's business and his continued involvement in the management and financial affairs of the Company.

Board's Recommendation
The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and considering the experience, knowledge and responsibilities of Mr. B. Rajesh Kanna, is of the opinion that his appointment as **Whole-time Director & Chief Financial Officer** is in the best interests of the Company.
Accordingly, the Board recommends the resolution set out at **Item No. 2** for approval of the Members as an **Ordinary Resolution**.

Additional Information as required under Schedule V to the Companies Act, 2013
The relevant particulars relating to the proposed appointment and remuneration of Mr. B. Rajesh Kanna, as required under Schedule V to the Companies Act, 2013, are set out below:

I. General Information

1. Nature of industry: Jewellery retail business.
2. Date or expected date of commencement of commercial production: Not applicable, as the Company is an existing operating company.
3. Financial performance of the Company: As per the financials of the Company.
4. Foreign investments or collaborations, if any: NIL

II. Information about the appointee

1. Background details: Mr. B. Rajesh Kanna is presently serving as the Chief Financial Officer and Key Managerial Personnel of the Company and is familiar with the financial, operational and managerial affairs of the Company.
2. Past remuneration: ₹99.60 lakh per annum.

3. Job profile and suitability: As Whole-time Director & Chief Financial Officer, he will be responsible for the overall financial management of the Company and will also participate in the overall management and strategic affairs of the Company, subject to the supervision, control and direction of the Board.

4. Remuneration proposed: ₹99.60 lakh per annum, being the existing total remuneration, with no additional remuneration arising solely from the proposed appointment as Whole-time Director.

5. Comparative remuneration profile: The remuneration is considered having regard to the size and scale of operations of the Company, the responsibilities attached to the position and prevailing remuneration levels for comparable positions, as considered by the Nomination and Remuneration Committee and the Board.

6. Pecuniary relationship: Except for the remuneration payable to him and his relationship with the promoter/promoter group as disclosed above, Mr. B. Rajesh Kanna does not have any other pecuniary relationship with the Company, its managerial personnel or other Directors, except as disclosed in the Annual Report and statutory records, if any.

III. Other Information

The Board is of the view that the proposed appointment of Mr. B. Rajesh Kanna as Whole-time Director & Chief Financial Officer will strengthen the Company's management structure and facilitate effective oversight of its financial and operational affairs.

IV. Disclosures

The disclosures required under the applicable provisions of the Companies Act, 2013, Schedule V thereto and the SEBI LODR Regulations,2015 have been considered by the Board and shall be made in the Notice and/or accompanying documents, as applicable.

The Members are requested to approve the appointment of **Mr. B. Rajesh Kanna (DIN: 01334048) as Whole-time Director & Chief Financial Officer** for a period of five years on the terms set out above.

Thangamayil Jewellery Limited

CS K. Narayanan
(Company Secretary)

Place: Madurai
Date:04.11.2026