



Date: - 18<sup>th</sup> April, 2024

To,  
The Secretary,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata – 700 001

To,  
Dy. General Manager,  
Corporate Relationship Department,  
**BSE Limited,**  
P. J. Tower,  
Mumbai – 400 001

**Sub: Compliance Report on Corporate Governance for the 04<sup>th</sup> quarter and year ended March 31, 2024**

Dear Sir/Madam,

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format (**Annexure I, II & IV**) for the 04<sup>th</sup> quarter and year ended March 31, 2024.

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Please acknowledge the receipt of the same and take on record.

Yours faithfully,

For T. Spiritual World Limited

**NIKITA ROY** Digitally signed  
by NIKITA ROY  
Date: 2024.04.18  
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**Nikita Roy**  
**Company Secretary cum**  
**Compliance Officer**  
**M. No. A45347**



Encl.: As above

## ANNEXURE I

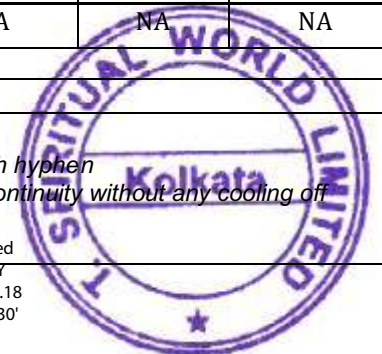
## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : T. Spiritual World Limited

2. Quarter ending : 31<sup>st</sup> March, 2024

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/Non - Executive / Independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure* (in months and days)	Date of Birth	No of Directorship in listed entities including this listed entity  (Refer Regulation 17 A (1) of Listing Regulations )	No of Independent Directorship in listed entities including this listed entity  [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) Including this listed entity  (Refer Regulation 26(1) of Listing Regulations )	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Netra Bahadur Ranabhat	PAN: BGLPR4114A DIN: 06716666	Whole Time Director	19/08/2022			-	22/06/1975	1	0	0	0
Mrs.	Priti Abhay Vakhare	PAN: ASRPK9101H DIN: 09048290	Non-Executive - Independent Director / Chairperson	04-02-2021			37.28	05/09/1982	2	2	4	2
Mr.	Biswajit Barua	PAN: AXVPB8032B DIN: 06992250	Non-Executive Independent Director	24/07/2023			8.08	25/01/1977	3	3	6	4
Mr.	Kundan Kumar Mishra	PAN: AXTPM4565E DIN: 07207800	Non-Executive Independent Director	12/08/2020			43.20	07/02/1988	1	1	2	0
Mrs.	Sushma Rana	PAN: AZFPR9319H	Chief Finance Officer	15/04/2019			NA	08/04/1978	NA	NA	NA	NA
Ms.	Nikita Roy	PAN: BYPPR1455Q	Company Secretary	26/12/2018			NA	01/08/1991	NA	NA	NA	NA
Whether Regular chairperson appointed					Yes							
Whether Chairperson is related to managing director or CEO					No							
<p><sup>\$</sup>PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>												

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<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Mr. Biswajit Barua	Chairperson /Non Executive - Independent Director	24/07/2023	
		Mrs. Priti Abhay Vakhare	Non-Executive Independent Director	04/02/2021	
		Mr. Kundan Kumar Mishra	Non-Executive Independent Director	09/11/2020	
2. Nomination & Remuneration Committee	Yes	Mr. Biswajit Barua	Chairperson /Non Executive - Independent Director	24/07/2023	
		Mrs. Priti Abhay Vakhare	Non-Executive Independent Director	04/02/2021	
		Mr. Kundan Kumar Mishra	Non-Executive Independent Director	09/11/2020	
3. Risk Management Committee(if applicable)	Yes	Mr. Biswajit Barua	Chairperson /Non Executive - Independent Director	24/07/2023	
		Mrs. Priti Abhay Vakhare	Non-Executive Independent Director	04/02/2021	
		Mr. Kundan Kumar Mishra	Non-Executive Independent Director	09/11/2020	
4. Stakeholders Relationship Committee	Yes	Mr. Biswajit Barua	Chairperson /Non Executive - Independent Director	24/07/2023	
		Mrs. Priti Abhay Vakhare	Non-Executive Independent Director	04/02/2021	
		Mr. Kundan Kumar Mishra	Non-Executive Independent Director	09/11/2020	

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
February 06, 2024		Yes	4	3	
	November 01, 2023	Yes	4	3	96 Days

\* to be filled in only for the current quarter meetings

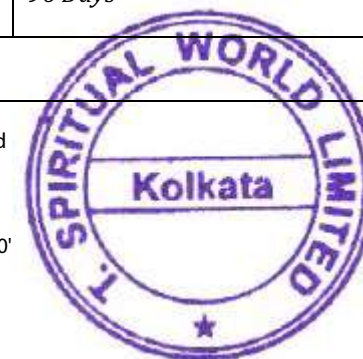
<b>IV. Meeting of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee February 06, 2024	Yes – All Members Present	3	3	November 01, 2023	96 Days
Stakeholder Relationship Committee Nil	Yes – All Members Present	3	3	November 01, 2023	NA
Risk Management Committee February 06, 2024	Yes – All Members Present	3	3	November 01, 2023	96 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\*to be filled in only for the current quarter meetings

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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<b>Note</b>	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	

<b>Details of Cyber Security Incidence</b>			
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		NO	
Date of the event	NA	Brief details of the event	NA

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 1000 listed entities)</li> </ol> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>
<p><b>For T. Spiritual World Limited</b></p> <p>Digitally signed by  <b>NIKITA ROY</b>  Date: 2024.04.18  18:04:50 +05'30'</p> <p><b>Nikita Roy</b>  <b>M. No. A45347</b>  <b>Company Secretary / Compliance Officer / Managing Director / Whole Time Director / CEO / CFO</b></p>



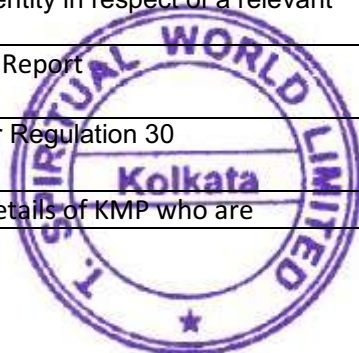
**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of the financial year 31<sup>st</sup> March, 2024

(For the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	<b>Web address</b>
Details of business	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Terms and conditions of appointment of independent directors	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Composition of various committees of board of directors	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Criteria of making payments to non-executive directors	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Policy on dealing with related party transactions	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Policy for determining 'material' subsidiaries	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
email address for grievance redressal and other relevant details	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Financial results	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Shareholding pattern	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Details of agreements entered into with the media companies and/or their associates	N.A.	
Schedule of analyst or institutional investors meet and presentation made by the listed by the listed entity to analyst or institutional investors simultaneously with submission to Stock Exchange	N.A.	
Audio or video recordings and transcripts of post earnings/quarterly calls	N.A.	
New name and the old name of the listed entity	N.A.	
Advertisement as per regulation 47(1)	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Credit rating or revision in credit rating obtained	N.A.	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
Secretarial Compliance Report	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Materiality Policy as per Regulation 30	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>
Disclosure of contact details of KMP who are	Yes	<a href="https://www.tspiritualworld.com/SEBI%20Disclosures.html">https://www.tspiritualworld.com/SEBI%20Disclosures.html</a>



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authorized for the purpose of determining materiality as required under regulation 30(5)		m/SEBI%20Disclosures.html
Disclosures under regulation 30(8)	Yes	https://www.tspiritualworld.com/SEBI%20Disclosures.html
Statements of deviation(s) or variations(s) as specified in regulation 32	N.A.	
Dividend Distribution policy as per Regulation 43A(1)	N.A.	
Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.tspiritualworld.com/SEBI%20Disclosures.html
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.tspiritualworld.com/SEBI%20Disclosures.html
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.tspiritualworld.com/SEBI%20Disclosures.html
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of the Board</i>	17(11)	Yes
<i>Maximum numbers of Directorship</i>	17(A)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Role of Audit Committee and information to be reviewed by the audit committee</i>	18(3)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum for Nomination and Remuneration Committee</i>	19(2A)	Yes
<i>Meeting of Nomination and Remuneration Committee</i>	19(3A)	Yes
<i>Role of Nomination and Remuneration Committee</i>	19(4)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), (2) & 20(2A)	Yes
<i>Meeting of Stakeholder Committee Meeting</i>	20(3A)	Yes
<i>Role of Stakeholders Relationship Committee</i>	20(4)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee Meeting</i>	21(3A)	Yes
<i>Quorum of Risk Management Committee meeting</i>	21(3B)	Yes
<i>Gap between the meetings of the Risk Management</i>	21(3C)	Yes



Committee		
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1), (1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Disclosure of related Party Transaction on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Alternate Director to Independent Director</i>	25(1)	N.A.
<i>Maximum Directorship &amp; Tenure</i>	25 (2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration From Independent Director</i>	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA		
<b>For T. Spiritual World Limited</b> <b>NIKITA ROY</b> Digitally signed by NIKITA ROY Date: 2024.04.18 18:05:38 +05'30' <b>Nikita Roy</b> <b>M. No. A45347</b> <b>Company Secretary / Compliance Officer / Managing Director/Whole_Time Director/ CEO /CFO</b>		

**Format to be submitted twice a year on a half yearly basis by listed entity at the end of every 6 months of the financial year**

1. Name of Listed Entity : **T. Spiritual World Limited**  
 2. Half Year ending : **31<sup>st</sup> March, 2024**

## I. Disclosure of Loans / guarantees / comfort letters / securities etc.

## A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

## B. Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

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C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

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**Sushma Rana**  
**CEO / CFO**



### Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.