



Date: - 26th May, 2023

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:- Annual Secretarial Compliance Report for the year ended 31st March, 2023 under Regulation 24A SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018

Scrip Code: 532444 (BSE), 15091 (CSE), ISIN: INE541C01037

Dear Sir / Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, we are forwarding herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2023.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For T. Spiritual World Limited

NETRA
BAHADUR
RANABHAT

Digitally signed by
NETRA BAHADUR
RANABHAT
Date: 2023.05.26
17:35:38 +05'30'

Netra Bahadur Ranabhat
Whole-Time Director
DIN: 06716666



**SECRETARIAL COMPLIANCE REPORT
T. SPIRITUAL WORLD LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023**

[pursuant to Regulation 24A of the SEBI (Listing Obligations and disclosure Requirements Regulations, 2015)]

To,
The Board of Directors,
T. Spiritual World Limited
CIN: L63040WB1986PLC040796
4 N.S. Road, 1st Floor,
Kolkata-700 001

I, Veenit Pal, Practising Company Secretary, have examined:

- a) All the documents and records made available to me and explanation provided by M/s T. Spiritual World Limited, (CIN:- L63040WB1986PLC040796) ("the listed entity")
- b) The filing/submission made by the listed entity to the stock exchange,
- c) Website of the listed entity,
- d) Any other documents/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2023 in respect of compliance with the provisions of:

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

The specific regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2018 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants), Regulations, 2018; and circulars/guidelines issued thereunder;
- k) The Depositors Act, 1996, and the regulations and bye laws framed thereunder to the extent of Regulations 76 of Securities and Exchange Board of India (Dispositors and participants) Regulations, 2018, to the extent possible;

We have examined the compliance of above regulations, circulars; guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central government u/s 118 (10) of the Companies act, 2013 and mandatorily applicable.</p>	Yes	I have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>All applicable policies under Securities Exchange Board of India ('SEBI') Regulations are adopted with the approval of Board of Directors of the listed entity.</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars /guidelines issued by SEBI</p>	Yes	The Company has adopted the applicable policies in conformity with the Regulations.
3.	<p><u>Maintenance and disclosures on Website:</u></p> <p>The listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirect to the relevant document(s)/section of the website</p>	Yes	No Remarks
	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	No Remarks
5.	<p><u>To examine details related to Subsidiaries of listed entity:</u></p> <p>a) Identification of material subsidiary companies</p>	NA	No Remarks
	<p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	Company is not having any material subsidiaries

6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.	Yes	Company has taken prior approval for all Related Party Transactions.
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	N.A.	No Remarks
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	No Remarks
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Yes Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	No Remarks
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	No action(s) were taken against the company by SEBI or Stock Exchange(s).
12.	<u>Additional Non-compliances, if any:</u> Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	There were no additional non-compliances observed in the Company.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Not Applicable	The Company has re-appointed M/s Mohindra Arora & Co., Chartered Accountants Firm Registration No. 006551N at 36 th Annual General Meeting for the 2 nd consecutive term for 5 years from the conclusion of 36 th Annual General Meeting upto 41 st Annual General Meeting.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p>	Not Applicable	Not applicable during the year under review.

	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	Not applicable during the year under review.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Violation Fine Amounts/ (INR)	Observation Remarks of the Practicing Company Secretary	Management Response	Remark
Not Applicable										

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

Sr. No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Violation Fine Amounts/ (INR)	Observation Remarks of the Practicing Company Secretary	Management Response	Remark
Not Applicable										

- (c) the reporting of Clause 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 dated October 18, 2019 on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

Assumptions & Limitations of scope and Review

- 1. Compliance of applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.**
- 2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.**
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.**
- 4. This report is solely for the intended purpose of compliance in terms of Regulations 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither and assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which management has conducted the affairs of the listed entity.**

For Veenit Pal & Associates
Company Secretaries

VEENIT PAL Digitally signed
by VEENIT PAL
Date:
2023.05.26
16:40:01 +05'30'

Veenit Pal
(Proprietor)

ACS : 25565
CP : 13149
Peer Review No. 1433/2021

UDIN:- A025565E000390930

Date: 26.05.2023
Place: Mumbai