

TSIL/ 62300/2024

Date:28/05/2024

To
Deputy General Manager (Listing)
Department of Corporate Services
BSE Ltd., Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai - 400001

Scrip Code: 509015
Sub: Submission of Annual Secretarial Compliance Report for
Financial Year ended March 31, 2024

Dear Sir,

In accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2024, issued by M/s.Somy Jacob & Associates, Practicing Company Secretaries.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For **THAKRAL SERVICES (INDIA) LIMITED**

Nirmala

MANAGING DIRECTOR

THAKRAL SERVICES (INDIA) LIMITED



CS SOMY JACOB BSC FCS
CS JACOB. T. OOMMEN BSC FCS

Somy Jacob & Associates Practising Company Secretaries

3/6-6 , 3rd Floor, Sheik Ali Complex, 3rd Cross
Koramangala 2nd Block Bangalore- 560068 Karnataka.

Secretarial compliance report of M/s Thakral Services (India) Limited for the year ended 31st March 2024

We M/s Somy Jacob and Associates Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s Thakral Services (India) Limited("the listed entity"),
 - (b) the filings/ submissions made by the listed entity to the stock exchanges,
 - (c) website of the listed entity,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of ;
- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. 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, including:-

- 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;
- 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;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;
- j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;



We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes. The company has complied with applicable provisions for investing and later disinvesting in its subsidiary during the year	The company has no Subsidiaries as on 31.03.2024
6.	Preservation of Documents: 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.	Performance Evaluation: 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	Yes	



Regulations			
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee 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	Yes	
9.	Disclosure of events or information: 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	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	NA	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NIL	

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 byPCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	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 ii. If the auditor has resigned after 45 days from	NA	During the review period no such incidents



	<p>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>		<p>occurred in the company hence these compliances are not applicable to the company</p>
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 / noncooperation 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> <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</p>	<p>NA</p>	<p>During the review period no such incidents occurred in the company hence not applicable to the company</p>



	provided information as required by the auditor		
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.		

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(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	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
	Regulation 33		Non-submission of the financial results within the period prescribed under this regulation	Fine	Fine	(December 2023 quarter) Late submission	35,400/- (inclusive of GST @ 18 %)	<i>The company has advised to take due care in submission of financial results with BSE without delay</i>	Noted	
	Regulation 33 Regulation 17(1) Regulation 17(1)	Regulation 33 Regulation 17(1) Regulation 17(1)	March'18, March'19 & June'19 quarter (Late Submission) December '2018	Fine	Fine	March'18, March'19 & June'19 quarter (Late Submission) December'2018 March'2020	9,35,740/- (inclusive of GST @ 18 %) (Payment made under	<i>The company has advised to take due care in submission of financial results with</i>	Noted	



19(1)/19(2)	19(1)/19(2)	March'2020				protest)	BSE without delay		
-------------	-------------	------------	--	--	--	----------	-------------------	--	--

(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	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
	Regulation 33	Regulation 33	Non-submission of the financial results within the period prescribed under this regulation	Fine	Fine	(December 2022 quarter) Late submission	23,600/- (inclusive of GST @ 18%)	The company has advised to take due care in submission of financial results with BSE without delay	Noted	
	Regulation 33	Regulation 33	Non-submission of the financial results within the period prescribed under this regulation	Fine	Fine	(June 2022 quarter) Standalone Limited Review report late submitted	11,800/- (inclusive of GST @ 18%)	The company has advised to take due care in submission of financial results with BSE without delay	Noted	



	Regulation 33	Regulation 33		Fin e	Fin e	(September 2022 quarter) Late submission	41,30 0/- (inclusive of GST @ 18 %)	<i>The company has advised to take due care in submission of financial results with BSE without delay</i>		Noted	
--	---------------	---------------	--	----------	----------	---	---	---	--	-------	--

Signature:




Name of Practising Company Secretary: Somy Jacob

Partner, Somy Jacob And Associates

Practising Company Secretaries

FCS No.: 6269, C P No: 6728

UDIN: Foo6269F000456213

Place: Bangalore

Date: 27.05.2024