



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

## Somy Jacob & Associates Practising Company Secretaries

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

### Secretarial compliance report of M/s Thakral Services (India) Limited for the year ended 31<sup>st</sup> March 2021

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,
- (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 31<sup>st</sup> March 2021 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;
- (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) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (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)	Deviations	Observations/ Remarks of the Practising Company Secretary
	NIL	NIL	NIL



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
	Annexure 1	Annexure 1	Annexure -1	The Company has made its submissions to stock exchange to remove the fines etc.

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	Composition of Board of Directors 17. (1) (b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors	Inadequate number of independent director (As observed in Compliance report for the year ended 31.03.2019)	Clarified that the women director cum Independent director being part of the Board and has filed form DIR-12 for designated independent director during the period and the total number of independent director are 3 ( Three) being 1/3 <sup>rd</sup> of the Total strength of 7 (Seven)	Complied as informed. The company later paid the fine of Rs.5,42,800/- levied by the Bombay stock Exchange under protest



Signature:

Name of Practising Company Secretary: Somy Jacob

Partner, Somy Jacob And Associates

Practising Company Secretaries

FCS No.: 6269, C P No: 6728

UDIN: F006269C000552265

Place: Bangalore

Date: 30.06.2021



**Annexure 1**

(i)Details of Fine imposed by BSE

Applicable Regulation of SEBI (LODR) Regulations, 2015	Fine prescribed *	Fines levied for	Fine (inclusive of GST @ 18 %)
<b>Regulation 33</b> Non-submission of the financial results within the period prescribed under this regulation	Rs. 5,000/- per day till the date of compliance	(December 2020 quarter) Late submission Limited Review Report late submitted	53,100/-
17(1) – Board of Directors of SEBI (LODR) Regulations 2015	5,42,800/-	September-2018 – Composition of Board of directors	5,42,800/-

(ii)Details of notice received from BSE for delay in reporting

Regulations 33 / 52 of SEBI (LODR) Regulations 2015.		December 2019 Discrepancies in Standalone Financial Results	
Regulation 33 of SEBI (LODR) Regulations, 2015		quarter/year ended March 2020 Auditors Report not submitted for Standalone Financial Result	
33/52 of SEBI (LODR) Regulations 2015		Year ended March 2020 Standalone Financial Results (Year end) Not submitted in XBRL Mode	
33/52 of SEBI (LODR) Regulations 2015		Year ended March 2020 Declaration or Statement of Impact of Audit Qualifications not submitted	

(iii)Details of fine imposed by BSE for defaults which waived off on further explanation by the Company.

<b>6(1)</b> (regarding appointment of compliance officer)	108560	December – 2018 -The Company did not have compliance officer	108560
<b>6(1)</b> (regarding appointment of compliance officer)	106200	March – 2019-Appointment of compliance officer is not captured in BSE system	106200
<b>6(1)</b> (regarding appointment of compliance officer)	107380	June – 2019-Appointment of compliance officer is not captured in BSE system	107380
<b>6(1)</b> (regarding appointment of compliance officer)	108560	September – 2019 Appointment of compliance officer is not captured in BSE system	108560

