

TSIL/62080/2019

30.05.2019

The Manager
Department of Corporate Relationship Cell
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub: Secretarial compliance report – 31/03/2019.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 We enclose the secretarial compliance report of the company for the year ended 31/03/2019 received from Mr. Somy Jacob the Practicing Company secretary of M/s. Somy Jacob & Associates.

This is for your information and record.

Thanking you,

Yours faithfully,

For Thakral Services (India) Limited

Ramesh Chandra Bhavuk
Managing Director
DIN: 00203636

THAKRAL SERVICES (INDIA) LIMITED
Ground Floor, Golden Millennium, #69/1, Millers Road, Bengaluru-560052 INDIA [Tel:+91-80-25593891](tel:+91-80-25593891) Fax: +91-80-22353062

www.thakral-india.co.in CIN: U70101KA1983PLC00514



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A handwritten signature in black ink, appearing to read "Ramesh Chandra Bhavuk".

Ramesh Chandra Bhavuk
Managing Director
DIN: 00203636

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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 2019

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 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 31st March 2019 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 Practicing Company Secretary
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 directors	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 rd of the Total strength of 7 (Seven)

(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 Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2018 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

Signature:

Name of Practicing Company Secretary: Somy Jacob
 Partner, Somy Jacob And Associates
 Practising Company Secretaries
 FCS No.: 6269, C P No: 6728




Place: Bangalore
 Date: 30.05.2019