



THAKRAL SERVICES (INDIA) LIMITED

THIRTY FIRST ANNUAL REPORT 2013-2014

**8TH FLOOR, 'THE ESTATE', No. 121, DICKENSON ROAD,
BENGALURU – 560 042
CIN: L70101KA1983PLC005140**

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THAKRAL SERVICES (INDIA) LIMITED

CIN : L70101KA1983PLC005140

Board of Directors

Sri. **BIKRAMJIT SINGH THAKRAL**
Sri. **C D P RAJENDRAN**
Sri. **JOSEPH SEQUEIRA**
Sri. **KANWALJEET SINGH BAWA**
Sri. **R C BHAVUK- Managing Director**
Sri. **K R VIJAYENDRA**

Bankers

YES BANK LTD

Auditors

M/s. BRAHMAYYA & CO.
Chartered Accountants,
Bengaluru-560001

Registered Office

8TH FLOOR, 'THE ESTATE',
121, DICKENSON ROAD,
BENGALURU - 560 042



NOTICE

NOTICE is hereby given that the **Thirty First** Annual General Meeting of the Members of **THAKRAL SERVICES (INDIA) LIMITED** will be held on Tuesday, the 30th September, 2014 at 10.00 a.m. at Rohini Hall, Hotel Ajantha, 22-A, M. G. Road, Bengaluru – 560 001 (Opposite to HSBC Bank, Near ING Vysya Bank – Corporate office) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as on 31.03.2014 and the Profit & Loss Account for the financial year ended on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Bikramjit Singh Thakral (DIN: 01995374) who retires by rotation and being eligible and offers himself for reappointment.
3. To appoint the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Brahmayya & Co. Chartered Accountants (Registration No.000515S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To appoint Mr. Joseph Sequeira (DIN:00480463) as an independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as on Ordinary Resolution.

"RESOLVED THAT Mr. Joseph Sequeira (DIN:00480463) be and is hereby appointed as an Independent Director for a tenure of five (5) years from the date of this Annual General Meeting and is not liable to retire by rotation in pursuant to the provisions of sections 149, 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)".

5. To appoint Mr. K R Vijayendra (DIN:01279290) as an independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as on Ordinary Resolution.

RESOLVED THAT Mr. K R Vijayendra (DIN:01279290) be and is hereby appointed as an Independent Director for a tenure of five (5) years from the date of this Annual General Meeting and is not liable to retire by rotation in pursuant to the provisions of sections 149, 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)".

6. To re-appoint Shri. R C Bhavuk (DIN:00203636) as Managing Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Special resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri. R.C. Bhavuk (DIN:00203636) as Managing Director of the Company, for a period of three(3) years with effect from 01.10.2014 to 30.09.2017 on the terms and conditions including remuneration which is given below :

i) Remuneration and Perquisites:

- a) Basic Salary : Rs.60,000/- (Monthly)
- b) Perquisites : Rs.49,125/- (Monthly) which includes housing-Accommodation to be provided, Medical Insurance, Leave travel concession.
- c) Telephone and car -provision of car with driver and telephone at residence.

Retirement Benefits :

Provident Fund, Gratuity and Encashment of Leave as per applicable rules from time to time and as per Company Policy.



ii) OTHER TERMS AND CONDITIONS:

- a. The Managing Director shall NOT be liable to retire by rotation.
- b. The aforesaid remuneration shall be paid to the Managing Director with effect from 01.10.2014.
- c. The Managing Director shall not be entitled to sitting fees for attending the meeting of the Board of Directors or any committee thereof.
- d. He shall ipso facto cease to be the Managing Director, if he ceases to hold the office of Director.

iii) PAYMENT OF MINIMUM REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS:

In the event of loss or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration payable to Shri.R.C.Bhavuk (DIN:00203636).The contribution to Provident Fund, gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of ceiling for the aforesaid minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) of the Company be and is hereby authorised to alter or vary the terms and conditions of the said re-appointment including relating to remuneration, as it may at its discretion, deem fit from time to time so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any amendment made thereto."

7. To consider and if thought fit to pass with or without modifications, the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act' 2013, and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the company for borrowing, from time to time, such sums of money as the Board may deem fit for the purpose of the business of the Company, notwithstanding that the moneys to be borrowed together with the monies already borrowed may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, the reserves not set apart for any specific purpose, provided that the total amount upto which the monies may be borrowed by the Board of Directors of the Company shall not exceed the aggregate of the paid-up capital and the free reserves of the Company by more than the sum of Rs.20,00,00,000/- (Rupees Twenty Crores Only) at any one time.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, things as they may deem expedient, necessary, fit and proper in the interest of the company to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS

Regd. Office
8th Floor, 'The Estate', 121,
Dickenson Road,
Bengaluru-560 042
CIN: L70101KA1983PLC005I40

MANAGING DIRECTOR

Place: BENGALURU
Date: 12.08.2014

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** Proxy forms duly completed in all respects shall be lodged with the Company at least 48 hours before the time fixed for the meeting. The proxy form is annexed at the end of this notice.
2. Members are requested to address all correspondence regarding De-mat, Share Transfers, Certificate Endorsement, Change of Address and other General Queries, to our Registrar and Transfer Agent M/s. Integrated Enterprises (India) Ltd (formerly M/s. Alpha Systems Pvt. Ltd) No.30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bengaluru – PIN – 560 003.



3. The Proxies and Members are requested to bring their attendance slip, annexed at the end of this report, to the meeting and sign at the entrance of the venue.
4. The Register of Members and Share Transfer books shall remain closed from Monday, the 23rd September, 2014 to Tuesday, the 30th September, 2014(both days inclusive).
5. Members are requested to update their email id with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company has taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
6. Pursuant to the stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by electronic means. Mr.Somy Jacob, practicing Company Secretary (C P No-6728, FCS-6269) has been appointed as scrutinizer in this regard. The detailed process for participating in e-voting is furnished below.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Thakral Services (India) Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
 - (B) **The voting period begins on 24th September 2014 at 9.00 AM and ends on 26th September 2014 at 6.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 22/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
7. A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN THE FORTHCOMING
ANNUAL GENERAL MEETING
(IN PURSUANCE TO LISTING AGREEMENT WITH STOCK EXCHANGES)**

Item No.2:

- | | |
|--|---------------------------------------|
| 1) Name: | Mr. Bikramjit Singh Thakral |
| 2) Date of Birth: | 09.11.1975 |
| 3) Expertise: | Ten years of experience in Management |
| 4) List of Companies in which
outside directorship held as on 12.8.2014 | NIL |
| 5) Chairman (C) / Member (M) of the :
Committee of the Board of the
Companies on which he is a
Director as on :12.08.2014 | NIL |
-

Item No.4:

- | | |
|--|--|
| 1) Name: | Mr. Joseph Sequeira |
| 2) Date of Birth: | 03.04.1945 |
| 3) Expertise: | Banking and Finance Experience for over 3 decades |
| 4) List of Companies in which
outside directorship held as on 12.8.2014 | NIL |
| 5) Chairman (C) / Member (M) of the
Committee of the Board of the
Companies on which he is a
Director as on :12.08.2014 | Audit committee
- M/s.Thakral Services (India) Ltd (C)

Nomination and Remuneration Committee
- M/s.Thakral Services (India) Ltd (M) |
-

Item No.5:

- | | |
|---|--|
| 1) Name: | Mr. K R Vijayendra |
| 2) Date of Birth: | 30.09.1949 |
| 3) Expertise: | Banking and Finance Experience for over 4 decades |
| 4) List of Companies in which
outside directorship held as on 12.8.2014 | 1)Can Fin. Homes Ltd |
| 5) Chairman (C) / Member (M)
of the Committee of the Board
of the Companies on which he
is a Director as on : 12.08.2014 | Audit committee
- M/s.Thakral Services (India) Ltd (M)

Nomination and Remuneration Committee
- M/s.Thakral Services (India) Ltd (C)

Shareholder's Grievance Committee
- M/s.Thakral Services (India) Ltd (C) |



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. :4:

Mr. Joseph Sequeira (DIN:00480463) is an Independent Director of the Company appointed under the provisions of Companies Act, 1956, who is liable to retire by rotation. With the Notification of new Companies Act, 2013, the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Joseph Sequeira (DIN:00480463) for the office of Independent Director of the Company. Mr. Joseph Sequeira (DIN:00480463) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from Mr. Joseph Sequeira (DIN:00480463) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Joseph Sequeira (DIN:00480463) fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Joseph Sequeira (DIN:00480463) is independent of the management.

It is proposed to appoint Mr. Joseph Sequeira (DIN:00480463) as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement for a tenure of five (5) years from the date of this Annual General Meeting and is not liable to retire by rotation. Brief resume of Mr. Joseph Sequeira (DIN:00480463), nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annual Report. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Joseph Sequeira (DIN:00480463) is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Joseph Sequeira (DIN:00480463) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Save and except Mr. Joseph Sequeira (DIN:00480463) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. :5:

Mr. K R Vijayendra (DIN:01279290) is an Independent Director of the Company appointed under the provisions of Companies Act, 1956, who is liable to retire by rotation. With the Notification of new Companies Act, 2013, the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. K R Vijayendra (DIN:01279290) for the office of Independent Director of the Company. Mr. K R Vijayendra (DIN:01279290) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from Mr. K R Vijayendra (DIN:01279290) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. K R Vijayendra (DIN:01279290) fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. K R Vijayendra (DIN:01279290) is independent of the management.

It is proposed to appoint Mr. K R Vijayendra (DIN:01279290) as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement for a tenure of five (5) years from the date of this Annual General Meeting and is not liable to retire by rotation. Brief resume of Mr. K R Vijayendra (DIN:01279290), nature of his expertise in specific functional areas and names of Companies in which he holds directorships and



memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annual Report. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr.K R Vijayendra (DIN:01279290) is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr.K R Vijayendra (DIN:01279290) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Save and except Mr.K R Vijayendra (DIN:01279290) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

ITEM NO. : 6

Shri. R C Bhavuk is an ex- banker and has about 30 years of experience in the banking industry. He served the Company as its Managing Director for the last 15 years from 12th December 1996 onwards. In view of experience in the banking and financial sectors, the Directors are of the opinion that the experience and capability of Mr. Bhavuk would prove valuable in the long-term interest of the Company.

The Directors therefore recommend adoption of the proposed resolution, re appointing him as the Managing Director on terms and conditions, more specifically detailed in the resolution.

The Board of Directors of the Company (the "Board"), at its meeting held on 12th August'2014 on the recommendation of Nomination and Remuneration Committee and subject to the approval of members, re-appointed Shri.R.C.Bhavuk (DIN:00203636) as Managing Director, for a period of 3 (three) years with effect from 1.10.2014, at the remuneration recommended by the Nomination and Remuneration Committee (the "NR Committee") of the Board.

It is proposed to seek the members approval for the reappointment of and remuneration payable to Shri.R.C.Bhavuk (DIN:00203636) as an Managing Director in terms of the applicable provisions of the Companies Act, 2013.

None of the other Directors, Key Managerial Personnel of the Company other than Shri.R.C.Bhavuk (DIN:00203636) are in any way interested or concerned in the said resolution.

The Board commends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Item No. :7:

1. The Board of Directors intends to increased business activity of the Company. To increase the business your Directors are of the opinion to the borrow monies from Banks/financial Institutions etc. upto Rs.20,00,00,000/-(Rupees Twenty Crores Only).
2. Hence the proposed resolution for consideration and approval by the members of the Company.
3. None of the directors is concerned or interested in the proposed resolution

BY ORDER OF THE BOARD OF DIRECTORS

Regd. Office
8th Floor, 'The Estate', 121,
Dickenson Road,
Bengaluru-560 042
CIN: L70101KA1983PLC005I40

MANAGING DIRECTOR

Place: BENGALURU
Date:12.08.2014