

33rd ANNUAL REPORT

THAKRAL SERVICES (INDIA) LIMITED



2015-16

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COMPANY INFORMATION

THAKRAL SERVICES (INDIA) LIMITED**CIN: L70101KA1983PLC005140**

BOARD OF DIRECTORS

Shri.Bikramjit Singh Thakral	Non Executive Director
Shri.C D P Rajendran	Non Executive Director
Shri.Joseph Sequeira	Independent Director
Shri.Kanwaljeet Singh Bawa	Non Executive Director
Shri.Ramesh Chandra Bhavuk	Managing Director
Shri.K R Vijayendra	Independent Director
Smt.PrasannaPanicker	Non Executive Director

Chief Financial Officer

Shri.S Gopalakrishnan

Company Secretary

Mrs.Savita Bansal

Registered Office:

8th Floor 'The Estate'
121 Dickenson Road
Bengaluru - 560 042
Phone No: 080-25593891
Fax : 080 – 25595739

Registrars & Share Transfer Agents:

Integrated Enterprises (India) Ltd
No. 30 Ramana Residency 4th Cross
Sampige Road Malleswaram
Bengaluru-560003
Tel: +91-80-23460815-818
Fax: +91-80-23460819

Statutory Auditors:

M/s.Brahmayya & Co
Chartered Accountants
"Khivraj Mansion" 10/2
Kasturba Road, Bengaluru-560001

Secretarial Auditor:

Somy Jacob and Associates
Practicing Company Secretaries
3/6-6 3rd floor Sheik Ali Complex
3rd Cross Koramangala 2nd Block
Bengaluru- 560068

Bankers:

YES BANK LTD

BOARD COMMITTEES**Audit Committee:**

Shri. Joseph Sequeira	- Chairman
Shri.K R Vijayendra	- Member
Shri.Kanwaljeet Singh Bawa	- Member

Nomination and Remuneration Committee:

Shri. K R Vijayendra	- Chairman
Shri. Joseph Sequeira	- Member
Shri.Kanwaljeet Singh Bawa	- Member

Stakeholders Relationship Committee:

Shri. K R Vijayendra	- Chairman
Shri. Ramesh Chandra Bhavuk	- Member
Shri. Kanwaljeet Singh Bawa	- Member



NOTICE

NOTICE is hereby given that the **THIRTY THIRD** Annual General Meeting of the Members of THAKRAL SERVICES (INDIA) LIMITED will be held on Friday, the 30th September, 2016 at 10.00 a.m. at Rohini Hall, Hotel Ajantha, 22-A, M. G. Road, Bengaluru – 560 001 (Opposite to HSBC Bank) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as on 31.03.2016 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 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.”

BY ORDER OF THE BOARD OF DIRECTORS

sd/-

MANAGING DIRECTOR

Place: Bengaluru

Date : 10.08.2016

Regd.Office:

8th Floor
'The Estate' 121
Dickenson Road
Bengaluru – 560 042
CIN:L70101KA1983PLC005140



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 report.
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 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, to the meeting and sign at the entrance of the venue.
4. The Register of Members and Share Transfer books shall remain closed from Friday, the 23rd September, 2016 to Friday, the 30th September, 2016(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 despatch 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. Voting for transaction of Business:

The Business as set out in the Notice may be transacted and that:

- i) The Company is providing facility for voting through electronic means in pursuant of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Sub-regulation (I) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has entered into an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote by electronic means. Mr.Somy Jacob, practicing Company Secretary (C P No-6728, FCS-6269) has been appointed as scrutinizer in this regard.
- ii) The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting to the members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
- iii) The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.
- iv) The detailed process for participating in remote 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#	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.
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 member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 remote e-voting period begins on Tuesday the 27th September 2016 at 9.00 a.m IST and ends on Thursday the 29th September 2016 at 5.00 p.m. IST . 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 23/09/2016, may cast their vote electronically. The remote 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
1. A person who has participated in remote 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.
 2. The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website, i.e. www.thakral-india.co.in and on the website of CDSL within three days of passing of the resolution at the AGM on the Company. The result will also be communicated to the stock exchanges where the shares of the company are listed.
 3. Any person, who acquires shares of the Company and become a member after despatch of the notice and holding shares as on the cut-off date i.e., September 23rd 2016 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or irg@integratedindia.in.
 4. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting the **Thirty Third Annual Report** along with the Audited Accounts for the year ended 31.03.2016.

FINANCIAL RESULTS:

The performance during the period ended 31st March, 2016 is as under:

(Amount In Lakhs)

Sl.No	Particulars	2015-16	2014-15
1	Gross Income	1840.97	2954.79
2	Profit Before Interest and Depreciation	-182.55	-211.35
3	Finance Charges	87.38	97.33
4	Gross Profit	-269.93	-308.68
5	Depreciation and Amortisation expenses	46.16	56.62
6	Net Profit Before Tax	-316.09	-365.30
7	Provision for Tax	-29.99	26.76
8	Profit After Tax	-346.08	-338.54
9	Balance of Profit brought forward	164.67	511.07
10	Adjustment on account of Assets	0.00	-7.86
11	Balance available for appropriation	-181.41	164.67
12	Surplus carried to Balance Sheet	-181.41	164.67

OPERATIONS:

The Company is mainly engaged in the business of Electronic Security which comprises of CCTV, Access control, Fire Detection, Alarms, Intrusion Alarms and Solar Power Solutions.

DIVIDENDS:

Since the Company needs the funds for future expansion of business therefore it is not in a position to declare dividends.

CAPITAL:

The present paid-up capital of the Company is Rs.3,52,05,240/- of face value of Rs.3/- each which is listed with BSE Ltd(Bombay Stock Exchange). The shares of the Company have been admitted for De-materialisation with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) of the equity share of the Company is INE190F01028.

DIRECTORS:

The Board of Directors of the Company consists of 7 Directors, of whom 2 are Non-Executive Independent Directors, 3 Non-Executive Directors, 1 Non - Executive Women Director and 1 Executive Director. The Directors Mr. Bikramjit Singh Thakral due to retire by rotation and is eligible for re appointment in the coming Annual General Meeting.

**DECLARATION OF INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

NUMBER OF BOARD MEETINGS HELD AND THE DATES ON WHICH HELD:

Since the commencement of the financial year 2015-2016, a total of 5 Board meetings were held on the following dates viz. 29.05.2015, 13.08.2015, 14.11.2015, 12.02.2016 and 29.03.2016. The maximum time gap between two board meetings was not more than four calendar months.

STATUTORY AUDITORS:

M/s.Brahmayya & Co., Chartered Accountants, Bangalore, Auditors of the Company retires at the conclusion of this Annual General Meeting and are eligible for re-appointment. Auditors have confirmed their willingness to continue in office, if reappointed.

SECRETARIAL AUDITORS:

M/s.Somy Jacob and Associates, Practicing Company Secretaries, were appointed to conduct the Secretarial Audit of the Company for the financial year 2015-16, as required under section 204 of the Companies Act, 2013 and Rule 9 there-under. The secretarial audit report for FY-2015-16 forms part of this Report as Annexure –I.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

The information pursuant to 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 on Conservation of energy, Research & Development and Technology Absorption are presently not applicable to the Company.

The total Foreign Exchange Earnings and Outgo during the year under review is as under:

Particulars	(Rs. In Lakhs)	
	2015-16	2014-15
i. Foreign exchange earned	33.45	29.92
ii. Foreign exchange used	0.00	1.37
iii. Foreign exchange used for import of Capital Goods, Raw Materials etc.	65.22	162.02
iv. Foreign exchange for export of goods	46.74	59.05

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for the same period;



- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

CORPORATE GOVERNANCE REPORT:

Since the paid up capital of the Company is less than Rs.10 Crores and the networth of the Company is less than Rs.25 Crores, the provision of Regulations 17,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C,D & E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company does not fall under the purview of section 135 of the Companies Act, 2013 during the financial year 2015-16.

VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company.

RELATED PARTY TRANSACTIONS:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is annexed herewith as Annexure-II.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure-III.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.