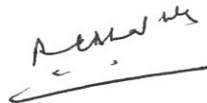







FORM A

Format of covering letter of the annual report to be filed with the stock exchanges

| | | |
|---|--|--|
| 1 | Name of the Company | THAKRAL SERVICES (INDIA) LTD |
| 2 | Annual financial statements for the year ended | 31st March, 2015 |
| 3 | Type of audit observation | Un-Qualified |
| 4 | Frequency of audit observation | Not Applicable |
| 5 | Signed by- <ul style="list-style-type: none">• CEO/ Managing Director • CFO • Auditor of the Company • Audit Committee Chairman |     |

THAKRAL SERVICES (INDIA) LIMITED



32nd ANNUAL REPORT

2014-15

**8TH FLOOR "THE ESTATE" 121 DICKENSON ROAD
BENGALURU – 560 042
CIN: L70101KA1983PLC005140**

THAKRAL SERVICES (INDIA) LIMITED

CIN: L70101KA1983PLC005140

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BOARD OF DIRECTORS

| | |
|-----------------------------|---------------------|
| Sri.Bikramjit Singh Thakral | Director |
| Sri.C D P Rajendran | Director |
| Sri.Joseph Sequeira | Director |
| Sri.Kanwaljeet Singh Bawa | Director |
| Sri.R C Bhavuk | Managing Director |
| Sri.K R Vijayendra | Director |
| Smt.Prasanna Panicker | Additional Director |
| (w.e.f. 29.05.2015) | |

COMPANY SECRETARY

Ms.Pooja Jain

AUDITORS

M/s.BRAHMAYYA & CO.
Chartered Accountants
Bengaluru.

REGISTERED OFFICE

8thFloor, "THE ESTATE"
121, Dickenson Road
Bengaluru - 560042

BANKERS

Yes Bank Ltd

NOTICE

NOTICE is hereby given that the **THIRTY SECOND** Annual General Meeting of the Members of **THAKRAL SERVICES (INDIA) LIMITED** will be held on Wednesday, the 30th September, 2015 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 31.03.2015 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.Kanwaljeet Singh Bawa (DIN: 00234162) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr.Chennoth Divakara Prabhu Rajendran (DIN: 00309685) who retires by rotation and being eligible offers himself for reappointment.
4. 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:

5. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**.
“**RESOLVED THAT** Mrs.Prasanna Panicker (DIN:06806579), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29.05.2015, in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Non-executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.”

Regd. Office:

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

BY ORDER OF THE BOARD OF DIRECTORS

MANAGING DIRECTOR

Place: Bengaluru
Date: 13/08/2015

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.
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, 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 Wednesday, the 23rd September, 2015 to Wednesday, the 30th September, 2015 (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. 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 to the stipulations in Clause 35B of the Listing Agreement read with Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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# | <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 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 **Saturday the 26th September 2015 at 9.00 a.m IST and ends on Tuesday the 29th September 2015 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 23/09/2015, 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.thakal-india.co.in and on the website of CDSL within three days of passing of the resolution at the AGM of the Company. The result will also be communicated to the stock exchanges where the shares of the company are listed.

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

Item No.2:

- | | |
|---|--|
| 1) Name: | Mr. Kanwaljeet Singh Bawa |
| 2) Date of Birth: | 20.11.1964 |
| 3) Date of Appointment: | 29.01.2002 |
| 4) Qualifications: | Chartered Accountant and Company secretary |
| 5) Expertise in specific functional areas: | Expertise in Financial Management & Control, Taxation and Corporate Secretarial matters spanning over 2 decades. |
| 6) List of Companies in which outside directorship held as on 31.03.2015 | Bhagwan Developments Pvt. Ltd., Carew Developments Pvt. Ltd., Jagbir Developments Pvt. Ltd., Khazina Developments Pvt. Ltd., Minnow Trading Co. Pvt. Ltd., Normandy Developments Pvt. Ltd., Normandy Investments Pvt. Ltd., Parjat Developments Pvt. Ltd., Raaya Developments Pvt. Ltd., Thakral One Solutions Pvt. Ltd., Sovereign Investments Pvt. Ltd., Thakral Computers Pvt. Ltd., Westminster Developments Pvt. Ltd., Zarina Developments Pvt. Ltd., Glade Trading Company Pvt. Ltd. Trust Leasing and Finance Pvt. Ltd. Future World (India) Pvt. Ltd. Future World Retail Pvt. Ltd. |
| 7) Chairman (C) / Member (M) of the : Committee of the Board of the Companies on which he is a Director as on 31.03.2015 | Audit committee Thakral Services (India) Ltd - M Nomination and Remuneration Committee Thakral Services (India) Ltd - M Share Transfer Committee Thakral Services (India) Ltd - M Share Holders' Grievance Committee Thakral Services (India) Ltd - M |
| 8) Number of Equity shares held in the Company | NIL |

Item No.3:

| | |
|--|--|
| 1) Name: | Mr. Chennoth Divakara Prabhu Rajendran |
| 2) Date of Birth: | 04.09.1952 |
| 3) Date of Appointment: | 10.05.2007 |
| 4) Qualifications: | Chartered Accountant |
| 5) Expertise: | Finance and Corporate Management Experience spanning over 3 decades. |
| 6) List of Companies in which outside directorship held as on 31.03.2015 | Thakral One Solutions Pvt. Ltd., Asiatic Steel Industries Ltd., Netizen Properties Pvt. Ltd. |
| 7) Chairman / Member of the Committee of the Board of the Companies on which he is a Director as on 31.03.2015 | NIL |
| 8) Number of Equity shares held in the Company | NIL |

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

Item No.5:

The Board of Directors of the Company at its meeting held on 29.05.2015 had appointed Mrs.Prasanna Panicker (DIN:06806579) as Additional Director who holds her office only up to this Annual General Meeting. Pursuant to provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association, the Company has received a notice from a shareholder proposing her candidature for the office of Director along with requisite deposit.

A Brief Profile of Mrs. Prasanna Panicker:

Mrs.Prasanna Panicker is an ex-banker and has about 35 years of experience in the banking industry. In view of the experience in the banking and financial sectors, the Directors are of the opinion that the experience and capability of Mrs.Prasanna Panicker would prove valuable in the long-term interest of the Company.

The Resolution is recommended for your approval.

None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

Regd. Office

8th Floor, 'The Estate', 121,
Dickenson Road, Bengaluru-560042
CIN: L70101KA1983PLC005140

BY ORDER OF THE BOARD OF DIRECTORS

MANAGING DIRECTOR

Place: BENGALURU
Date : 13/08/2015

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the **THIRTY SECOND ANNUAL REPORT** along with the Audited Accounts for the year ended 31.03.2015.

FINANCIAL RESULTS:

The performance during the period ended 31st March, 2015 is as under:

| (Amount in Lakhs) | | | |
|-------------------|---|---------|---------|
| Sl.No | Particulars | 2014-15 | 2013-14 |
| 1 | Gross Income | 2954.79 | 3938.31 |
| 2 | Profit Before Interest and Depreciation | -211.35 | 283.37 |
| 3 | Finance Charges | 97.33 | 96.50 |
| 4 | Gross Profit | -308.68 | 186.87 |
| 5 | Depreciation and Amortisation expenses | 56.62 | 44.79 |
| 6 | Net Profit Before Tax | -365.30 | 142.08 |
| 7 | Provision for Tax | 26.76 | 64.85 |
| 8 | Profit After Tax | -338.54 | 77.23 |
| 9 | Balance of Profit brought forward | 511.07 | 77.23 |
| 10 | Adjustment on account of Assets | 7.86 | 0.00 |
| 11 | Balance available for appropriation | 164.67 | 433.84 |
| 12 | Surplus carried to Balance Sheet | 164.67 | 511.07 |

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.

LISTING PARTICULARS:

As required by Clause 32 of the Listing Agreement with the stock exchange, a cash flow statement is appended.

As per the revised Clause 49 of the Listing Agreement, a Report on Corporate Governance is attached to this report.

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.Kanwaljeet Singh Bawa and Mr.Chennoth Divakara Prabhu Rajendran retire by rotation and are 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 2014-2015, a total of 7 Board meetings were held on the following dates viz. 29.05.2014, 12.08.2014, 13.11.2014, 23.01.2015, 12.02.2015, 18.02.2015 and 26.03.2015. The maximum time gap between two board meetings was not more than four calendar months.

AUDITORS:

M/s.Brahmayya and Company, 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.

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:

| | 2014-15 | 2013-14 |
|---|-------------------|------------|
| | (Rs. Lacs) | (Rs. Lacs) |
| I. Foreign exchange earned | 29.92 | 124.35 |
| ii. Foreign exchange used | 1.37 | 1.88 |
| iii. Foreign exchange used for import of Capital Goods, Raw Materials etc. | 162.02 | 279.92 |
| iv. Foreign exchange for export of goods | 59.05 | 129.94 |

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) in the preparation of the annual accounts for the year ended 31- March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they 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 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:

Pursuant to revised Clause 49 of Listing Agreement with BSE Limited a Management discussion and Analysis report, Corporate Governance Report and Auditor's Certificate regarding compliance of conditions of corporate governance are made as a part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company does not fall under the purview of section 135 of the Companies Act, 2013 during the financial year 2014-15.

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. The details are annexed as per Form AOC-2.

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.

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.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

| Sl. No. | Name | Designation | Remuneration paid FY2014-15 Rs. in lakhs | Remuneration paid FY2013-14 Rs. in lakhs | Increase in remuneration from previous year | Ratio/Times per Median of Employee Remuneration |
|---------|--------------------------|-------------------------|--|--|---|--|
| 1 | Mr.Ramesh Chandra Bhavuk | Managing Director (KMP) | 14.87 | 14.87 | | 13 |
| 2 | Mr.S.Gopala Krishnan | (CFO - KMP) | 8.85 | 7.79 | 1.06 | 7 |
| 3 | Ms.Pooja Jain | (CS - KMP) | 0.11 | — | — | — |

ACKNOWLEDGMENTS:

Your Directors wish to place on record their sincere appreciation of the wholehearted co-operation and assistance extended by its Shareholders, Bankers, Investors, Customers and others. The Board also wishes to place on record, its appreciation for the dedicated services of staff and officers of the Company at all levels.

ON BEHALF OF THE BOARD OF DIRECTORS

Place: BENGALURU

Date: 13/08/2015

CHAIRMAN

Form No. MR-3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31,2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,
M/s Thakral Services (India) Limited
8th Floor, "The Estate Building",
121, Dickenson Road,
Bangalore 560042
Karnataka-INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s.Thakral Services (India) Limited. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the M/s.Thakral Services (India) Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s.Thakral Services (India) Limited ("the Company") for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other applicable Acts and Rules annexed as Annexure 1 (Mention the other laws as may be applicable specifically to the company)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the note that the company has advised to obtain necessary approval for the loan transactions with the related parties.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bangalore

Date: 28/05/2015

For Somy Jacob and Associates

Somy Jacob, Partner
FCS No.: 6269
C P No. : 6728

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below :

1. Details of contracts or arrangements or transactions not at arm's length basis

| Sl.No. | Particulars | Details |
|--------|---|---------|
| a) | Name(s) of the related party and nature of relationship | * |
| b) | Nature of contracts/arrangements/transactions | * |
| c) | Duration of the contracts / arrangements/transactions | * |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any | * |
| e) | Justification for entering into such contracts or arrangements or transactions | * |
| f) | Date(s) of approval by the Board | * |
| g) | Amount paid as advances, if any: | * |
| h) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | * |

* Please refer to the notes forming part of financial statements for details.

2. Details of material contracts or arrangement or transactions at arm's length basis

| Sl.No. | Particulars | Details |
|--------|---|---------|
| a) | Name(s) of the related party and nature of relationship | NIL |
| b) | Nature of contracts/arrangements/transactions | NIL |
| c) | Duration of the contracts / arrangements/transactions | NIL |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | NIL |
| (e) | Date(s) of approval by the Board, if any: | NIL |
| (f) | Amount paid as advances, if any: | NIL |

**EXTRACT OF ANNUAL RETURN
FORM MGT 9**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and
Rule 12(1) of the Company (Management & Administration) Rules, 2014)

Financial Year ended on 31.03.2015

I. REGISTRATION & OTHER DETAILS:

| | |
|---|--|
| 1. CIN | L70101KA1983PLC005140 |
| 2. Registration Date | 25/01/1983 |
| 3. Name of the Company | THAKRAL SERVICES (INDIA) LIMITED |
| 4. Category/Sub-category of the Company | Company having share capital |
| 5. Address of the Registered office & contact details | 8 th floor "THE ESTATE" No.121 Dickenson Road, Bangalore - 560 042 Phone: 080-25593891 Fax: 080 25595739 |
| 6. Whether listed company | Yes (Listed with BSE Limited) |
| 7. Name, Address & contact details of the Registrar & Transfer Agent, if any. | INTEGRATED ENTERPRISES (INDIA) LTD CIN NO: U65993TN1987PLC014964 No. 30, Ramana Residency, 4 th Cross, Sampige Road Malleswaram, Bangalore-560003 Tel: +0 8 0-23460815-818 Fax: +91-80-23460819 Email: irg@integratedindia.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| Sl. No. | Name and Description of main Product/service | NIC Code of the products / services | % to total turnover of the company |
|---------|--|-------------------------------------|------------------------------------|
| 1 | Electronic Security comprising of CCTV, Access control, fire detection, alarms, Intrusion Alarms & Solar power solutions | 80200 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main Product/service | NIC Code of the products / services | % to total turnover of the company |
|---------|--|-------------------------------------|------------------------------------|
| NIL | | | |

IV. SHARE HOLDING PATTERN**A) (Equity Share Capital Breakup as % of Total Equity)**

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2014] | | | | No. of Shares held at the end of the year [As on 31-March-2015] | | | | % Change during the year | |
|--|--|---------------|-----------------|-------------------|--|---------------|-----------------|-------------------|--------------------------|-------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | | |
| A. Promoter s | | | | | | | | | | |
| (1) Indian and Foreign | | | | | | | | | | |
| a) Individual/ HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt.(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 4029200 | 0 | 4029200 | 34.33 | 4029200 | 0 | 4029200 | 34.33 | 0 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other (Foreign) | 4655000 | 0 | 4655000 | 39.67 | 4655000 | 0 | 4655000 | 39.67 | 0 | 0 |
| Total shareholding of Promoter (A) | 8684200 | 0 | 8684200 | 74.00 | 8684200 | 0 | 8684200 | 74.00 | 0 | 0 |
| B. Public Shareholding | | | | | | | | | | |
| 1. Institutions | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| a) Mutual Funds | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| b) Banks / FI | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| c) Central Govt. | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| d) State Govt.(s) | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| g) FIs | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| Sub-total (B)(1):- | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0 |
| 2. Non-Institutions | | | | | | | | | | |
| a) Bodies Corp. | 1472610 | 2340 | 1474950 | 12.57 | 1473476 | 2340 | 1475816 | 12.58 | (866) | (0.01) |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| b) Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 106346 | 356484 | 462830 | 3.94 | 107083 | 354481 | 461564 | 3.93 | 1266 | 0.01 |
| ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 0 | 40000 | 40000 | 0.34 | 0 | 40000 | 40000 | 0.34 | 0 | 0.00 |
| c) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Non Resident Indians | 1025000 | 48000 | 1073000 | 9.14 | 1025000 | 48000 | 1073000 | 9.14 | 0 | 0.00 |
| Overseas Corporate Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Foreign Nationals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Clearing Members | 100 | 0 | 100 | 0.00 | 500 | 0 | 500 | 0.00 | (400) | (0.00) |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Foreign Bodies - D R | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Sub-total (B)(2):- | 2604056 | 446824 | 3050880 | 26.00 | 2606059 | 444821 | 3050880 | 26.00 | 0 | 0.00 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 2604056 | 446824 | 3050880 | 26.00 | 2606059 | 444821 | 3050880 | 26.00 | 0 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | | 0 | 0 | 0 | | 0 | 0.00 |
| Grand Total (A+B+C) | 11288256 | 446824 | 11735080 | 100.00 | 11290259 | 444821 | 11735080 | 100.00 | 0 | 0.00 |

B) Shareholding of Promoter:

| Sl. No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------|--|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | M/s. Thakral Investments India Ltd | 4029200 | 34.33 | 0 | 4029200 | 34.33 | 0 | 0 |
| 2 | M/s. Thakral Investments Holding (Mauritius) Ltd | 2200000 | 18.75 | 0 | 2200000 | 18.75 | 0 | 0 |
| 3 | M/s Paramount Park Ltd | 2455000 | 20.92 | 0 | 2455000 | 20.92 | 0 | 0 |
| | TOTAL | 8684200 | 74.00 | 0 | 8684200 | 74.00 | 0 | 0 |

C) Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | At the beginning of the year | No changes in Promoters shareholding during the year | | | |
| 2 | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): | No changes in Promoters shareholding during the year | | | |
| 3 | At the end of the year | No changes in Promoters shareholding during the year | | | |

D) Shareholding Pattern of top ten Shareholders:**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | TRUST LEASING AND FINANCE PVT LTD | 1464200 | 12.48 | 1464200 | 12.48 |
| 2 | KANWALJEET SINGH DHILLON | 1025000 | 8.73 | 1025000 | 8.73 |
| 3 | MR V P PUNJ | 40000 | 0.34 | 40000 | 0.34 |
| 4 | DEVINDER KAUR | 20000 | 0.17 | 20000 | 0.17 |
| 5 | HITESH RAMJI JAVERI | 8000 | 0.07 | 8000 | 0.07 |
| 6 | HARMINDER KAUR | 5000 | 0.04 | 5000 | 0.04 |
| 7 | GURUNAM KAUR | 5000 | 0.04 | 5000 | 0.04 |
| 8 | AMRIT KAUR | 5000 | 0.04 | 5000 | 0.04 |
| 9 | H R SHIVA PRASAD | 4500 | 0.04 | 4500 | 0.04 |
| 10 | UPSURGE INVESTMENT AND FINANCE LIMITED | 4150 | 0.04 | 4150 | 0.04 |

E) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Shareholding of Key Managerial Personnel | | | | |
| | Mr.Ramesh Chandra Bhavuk | | | | |
| | At the beginning of the year | 10 | 0.0001 | 10 | 0.0001 |
| | At the end of the year | 10 | 0.0001 | 10 | 0.0001 |
| 2 | Mr.S Gopalakrishna | | | | |
| | At the beginning of the year | NIL | NIL | NIL | NIL |
| | At the end of the year | NIL | NIL | NIL | NIL |
| 3 | Ms.Pooja Jain | | | | |
| | At the beginning of the year | NIL | NIL | NIL | NIL |
| | At the end of the year | NIL | NIL | NIL | NIL |

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. in Lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|-------------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 733.20 | 478.45 | 0.00 | 1211.65 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| Total (i+ii+iii) | 733.20 | 478.45 | 0.00 | 1211.65 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 60.12 | 0.00 | 0.00 | 60.12 |
| * Reduction | 0.00 | 53.04 | 0.00 | 53.04 |
| Net Change | 60.12 | -53.04 | 0.00 | 7.08 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 793.32 | 425.41 | 0.00 | 1218.73 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| Total (i+ii+iii) | 793.32 | 425.41 | 0.00 | 1218.73 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:** (Rs. in Lakhs)

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|---------|---|--|--------------|
| | | Mr.Ramesh Chandra Bhavuk (Managing Director) | |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 7.95 | 7.95 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 1.49 | 1.49 |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | | |
| | - as % of profit | - | - |
| | - others, specify... | - | - |
| 5 | Others – Annual benefits | 3.93 | 3.93 |
| | Total (A) | 14.87 | 14.87 |

B. Remuneration to other directors

(Rs. in Lakhs)

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | | | Total Amount |
|----------|--|--------------------|-------------------|--------------------------|--------------------|----------------------------|-----------------------|--------------|
| | | Mr.Joseph Sequeira | Mr.K R Vijayendra | Mr.Kanwaljeet Singh Bawa | Mr.C D P Rajendran | Mr.Bikramjit Singh Thakral | Mrs.Prasanna Panicker | |
| 1 | Independent Directors | | | | | | | |
| | Fee for attending board committee meetings | 0.23 | 0.18 | — | — | — | — | 0.41 |
| | Commission | — | — | — | — | — | — | — |
| | Others, please specify | — | — | — | — | — | — | — |
| | Total (1) | 0.23 | 0.18 | — | — | — | — | 0.41 |
| 2 | Other Non-Executive Directors | | | | | | | |
| | Fee for attending board committee meetings | — | — | — | — | — | — | — |
| | Commission | — | — | — | — | — | — | — |
| | Others, please specify | — | — | — | — | — | — | — |
| | Total (2) | — | — | — | — | — | — | — |
| | Total (B)=(1+2) | 0.23 | 0.18 | — | — | — | — | 0.41 |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|---|----------------------------|---------------------|-------------|
| | | Mr. S Gopalakrishnan (CFO) | Ms.Pooja Jain (CS)* | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 8.85 | 0.11 | 8.96 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | — | — | — |
| | © Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | — | — | — |
| 2 | Stock Option | — | — | — |
| 3 | Sweat Equity | — | — | — |
| 4 | Commission - as % of profit - others, specify... | — — — | — — — | — — — |
| 5 | Others, please specify | — | — | — |
| | Total | 8.85 | 0.11 | 8.96 |

*Appointed wef 02.03.2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Corporate Governance:

Thakral Services (India) Limited is managed by the Managing Director under the supervision and control of the Board of Directors. Your Company firmly believes that implementation of good corporate governance will help the Company to achieve corporate goals and to enhance shareholders' value. It has been our endeavor to give importance on ensuring fairness, transparency, accountability and responsibility to shareholders besides implementing practices voluntarily that would give optimum information and benefit to all stakeholders, customers, employees and the society alike.

2. Board of Directors

i) Composition

Your Company's Board of Directors comprises of 7 Directors. The Managing Director, 6 are Non-Executive Directors out of which 2 are Independent Directors. The Chairman of the Company is non-executive. The Board structure is as under:

| Name of Director | Category |
|-----------------------------|---------------------------------|
| Mr. K R Vijayendra | Independent Director |
| Mr. R.C. Bhavuk | Managing Director, Executive |
| Mr. K.S. Bawa | Non-Executive, Director |
| Mr. Bikramjit Singh Thakral | Non-Executive, Director |
| Mr. C D P Rajendran | Non-Executive, Director |
| Mr. Joseph Sequeira | Independent Director – Chairman |
| Mrs. Prasanna Panicker | Non-Executive, Women Director |

ii) What constitutes Independence of Directors:

For a Director to be considered independent, the Board determines that the Director does not have any direct or indirect material pecuniary relationship with the Company. The Board has adopted guidelines which are in line with the applicable legal requirements.

iii) Details of Memberships of the Directors in other Boards and in Board committees as on 31st March, 2015 are as under :

| Name of Director | Directorship in other Companies | Details of Committee | |
|--|---------------------------------|----------------------|----------|
| | | Member | Chairman |
| Mr. R.C. Bhavuk | 17 | 1 | Nil |
| Mr. K. S. Bawa | 18 | 3 | Nil |
| Mr. C D P Rajendran | 3 | Nil | Nil |
| Mr. K R Vijayendra | 1 | Nil | 2 |
| Mr. Joseph Sequeira | Nil | 1 | 1 |
| Mr. Bikramjit Singh Thakral | Nil | Nil | Nil |
| Mrs. Prasanna Panicker (date of appointment 29.05.2015) | Nil | Nil | Nil |

iv) Board Procedure:

Number of Board Meetings held and the dates on which held

Since the commencement of the financial year 2014-2015, a total of 7 Board meetings were held on the following dates viz. 29.05.2014, 12.08.2014, 13.11.2014, 23.01.2015, 12.02.2015, 18.02.2015 and 26.03.2015. The maximum time gap between two board meetings was not more than four calendar months.

Attendance of Directors:

The following table gives details of participation in Board Meetings and Annual General Meetings of your Company and interests of directors in other Companies

| Name of Director | Meetings | | Attendance at last AGM held on 30 th September, 2014 |
|--|----------|----------|---|
| | Held | Attended | |
| Mr. R.C. Bhavuk | 7 | 7 | Yes |
| Mr. K. S. Bawa | 7 | 7 | Yes |
| Mr. C D P Rajendran | 7 | 1 | No |
| Mr. K R Vijayendra | 7 | 3 | Yes |
| Mr. Joseph Sequeira | 7 | 5 | Yes |
| Mr. Bikramjit Singh Thakral | 7 | 1 | No |
| Mrs. Prasanna Panicker (appointed as Additional Director on 29.05.2015) | 7 | NIL | NA |

Circulation of Information and Board material:

The information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board. The agenda and the relevant papers for the Board Meeting are circulated in advance to facilitate the Board members to take informed decision. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. However, in case of urgent business need the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting.

v) Disclosure regarding appointment/re-appointment of Directors:

Mr. Kanwaljeet Singh Bawa Director and Mr. Chennoth Divakara Prabhu Rajendran Director retiring at the ensuing Annual General Meeting being eligible offers themselves for re-appointment. Mrs. Prasanna Panicker is being appointed as director, who was appointed as additional director on 29-5-2015.

3. Independent Directors:

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

Training of Independent Directors:

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

Performance Evaluation of non-executive and Independent Directors

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration.

Their presence on the Board is advantageous and fruitful in taking business decisions.

Separate Meeting of the Independent Directors:

The Independent Directors held a Meeting on 28th March, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- I) Reviewed the performance of non-independent directors and the Board as a whole;
- II) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- III) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. Audit Committee:

- i) Constitution and Composition of the Audit Committee.

The Audit Committee of the Board of Directors has its constitution in compliance of provisions of the Corporate Governance requirements (as per Clause 49) of the Listing Agreement.

The Audit committee consists of three Directors as under:

- | | | |
|------------------------|---------------------------|------------|
| 1) Mr. K.S. Bawa | (Non- Executive Director) | - Member |
| 2) Mr. Joseph Sequeira | (Independent Director) | - Chairman |
| 3) Mr. K R Vijayendra | (Independent Director) | - Member |

- ii) Audit Committee meeting and Directors Attended.

The Committee met four times during the year 2014-15 i.e on 28.05.2014, 11.08.2014, 12.11.2014 and 11.02.2015. Mr.K R Vijayendra attended three meetings. Mr.K S Bawa and Mr.Joseph Sequeira attended all the meetings.

- iii) Terms of Reference

The terms of reference for the Committee as laid down by the Board include the following:

- a) Overseeing your Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c) Reviewing with management, the quarterly and annual financial statements before submission to the board, focusing primarily on:

- i) Any change in accounting policies and practices
- ii) Major accounting entries based on exercise of judgment by management.
- iii) Qualification in draft audit report.
- iv) Significant adjustments arising out of audit.
- v) The going concern assumption.
- vi) Compliance with accounting standards.
- vii) Compliance with stock exchange and legal requirements concerning financial statements and other terms of references as required under Companies act, 2013 and listing agreement.

5. Nomination and Remuneration Committee

i) Remuneration Policy

The Nomination and Remuneration Committee determines and recommends to the Board the compensation payable to the Directors. All Board-level compensation is approved by shareholders, and separately disclosed in the financial statements.

The Nomination and Remuneration Committee makes an annual appraisal of the performance of the Executive Director(s). The annual compensation of the Executive Directors(s) is approved by the Nomination and Remuneration Committee, within the parameters set by the shareholders at the shareholders' meetings.

Remuneration payable to each of the Independent Directors by way of sitting fee is limited to a fixed amount per year as determined and approved by the Board, subject to the limit approved by members of the Company in general meeting and calculated as per the provisions of the Companies Act, 2013.

ii) Terms of reference of Nomination and Remuneration Committee

The Nomination and remuneration committee may also make recommendations to the Board with respect to incentive compensation plans, remuneration of Non Executive Directors, shall review and reassess the adequacy of this charter annually and recommend any proposed change to the Board for its approval and annually review its own performance.

iii) Constitution and Composition of the Nomination and Remuneration Committee

The Company had constituted the Nomination and Remuneration Committee in compliance with provisions of the Corporate Governance requirements (Clause 49) of the Listing Agreement.

The Nomination and Remuneration committee consists of three Non-Executive Directors as under:

- | | |
|------------------------|------------|
| 1) Mr. Joseph Sequeira | – Member |
| 2) Mr. K.S. Bawa | – Member |
| 3) Mr. K.R. Vijayendra | – Chairman |

6. Stakeholders' Grievance Committee:

i) Constitution of Committee

In pursuance to the Listing Agreement with Stock Exchange(s), the Board had constituted the Stakeholders' Grievance Committee.

ii) Composition of the Committee:

The Grievance committee consists of three Directors as under:

- | | |
|------------------------|------------|
| 1) Mr. K.S. Bawa | - Member |
| 2) Mr. R.C. Bhavuk | - Member |
| 3) Mr. K.R. Vijayendra | - Chairman |

iii) Compliance Officer:

Name and Designation of Compliance Officer : Ms.Pooja Jain – Company Secretary.

iv) Shareholders' Complaints:

The company has received complaints from the shareholders and all complaints were resolved to the satisfaction of shareholders and there is no pending complaints with the Company.

7. Information on General Meetings

The last 3 Annual General Meetings of the Company were held as under:

| Financial Year | Date | Time | Venue | Whether special resolution passed |
|----------------|------------|-----------|---|-----------------------------------|
| 2013-14 | 30.09.2014 | 10.00 A.M | Rohini Hall, Hotel Ajantha, 22-A, M.G.Road, Bangalore – 560 001 | Yes |
| 2012-13 | 30.09.2013 | 10.00 A.M | Rohini Hall, Hotel Ajantha, 22-A, M.G.Road, Bangalore – 560 001 | No |
| 2011-12 | 28.09.2012 | 10.00 A.M | Rohini Hall, Hotel Ajantha, 22-A, M.G.Road, Bangalore – 560 001 | No |

No Postal Ballot was conducted during the year

No Extra Ordinary General Meeting held during the year

Note:

- 1) Special resolution was passed at AGM held on 30.09.2014 for appointment of Managing Director and resolution under provision of Section 180(1) (c) of Companies act'2013.

8. Disclosures

- i) There was no materially significant related party transaction that may have potential conflict with the interests of the Company at large. Details of related party transactions are disclosed under notes on account, given elsewhere in this report.
- ii) There was no non-compliance by the Company relating to SEBI, Stock exchange, other statutory authorities and requirements relating to capital markets, during the last three years.

9. Means of Communication

Quarterly Results are published in two newspapers i.e. Business Standard (English) and Sanjevani (Vernacular language newspaper). The same is displayed in official website of BSE Limited (www.bseindia.com).

10. GENERAL SHARE HOLDERS' INFORMATION

i. Annual General Meeting

Date : 30.09.2015

Day : Wednesday

Time : 10 AM

Venue : Rohini Hall, Hotel Ajantha, 22-A, M.G.Road, Bengaluru – 560 001
(Opposite to HSBC Bank)

ii. Financial Calendar

The financial year of the Company is for a period of 12 months from 1st April 2015 to 31st March 2016.

First Quarter results : by end of July'2015

Second Quarter results : by end of October'2015

Third Quarter results : by end of January'2016

Fourth Quarter results : by end of April'2016

iii. Book Closure

1. Date of Book Closure : 23-09-2015 to 30-09-2015
(both days inclusive)

iv. Listing on stock Exchanges

a. Stock Exchange Listing:

01. BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

It is further submitted for information of shareholders that the Annual listing fees of 2015-2016 has been paid.

b. Stock Exchange Security Scrip Code: BSE - 509015 (Scrip ID: THAKRAL)

v. Market Price Data

The details of High & Low share price of equity shares of the Company during each month of the year under review are as under:-

| Month | (2014-2015 BSE) | |
|--------|-----------------|-----------|
| | High Price | Low Price |
| Apr-14 | 10.50 | 9.50 |
| May-14 | 9.75 | 9.00 |
| Jun-14 | 9.71 | 8.84 |
| Jul-14 | 12.09 | 9.05 |
| Aug-14 | 13.59 | 12.32 |
| Sep-14 | 14.95 | 13.50 |
| Oct-14 | 15.66 | 14.15 |
| Nov-14 | 13.45 | 12.79 |
| Dec-14 | 14.88 | 12.70 |
| Jan-15 | 14.81 | 13.45 |
| Feb-15 | 13.41 | 9.55 |
| Mar-15 | 11.05 | 9.11 |

(Data Source: www.bseindia.com)

vi. Registrar and transfer agents:

INTEGRATED ENTERPRISES (INDIA) LTD

CIN NO: U65993TN1987PLC014964

No. 30, Ramana Residency, 4th Cross, Sampige Road

Malleswaram, Bangalore - 560003

Tel: +91-80-23460815-818 | Fax: +91-80-23460819

vii. Share Transfer System:

Equity shares sent for transfer in physical form are normally registered by our Registrar and Share Transfer Agent within 15 days of receipt of the document, if documents are found in order. Shares under objection are returned within two weeks. All the transfer requests are approved by the Share Transfer Committee of the Company at its various meetings held during the year under review. The Company conducts periodical audit of share transfer system and securities issued, through competent professionals.

viii. Shareholding pattern as on 31st March'2015

| Sl.No | Category | No. of Shares Held | % of Shareholding |
|------------|--|--------------------|-------------------|
| I. | Holding of Promoter Group | | |
| 1 | Promoter Group | 8684200 | 74.00 |
| | TOTAL | 8684200 | 74.00 |
| II. | Public Share Holding | | |
| 2 | Bodies Corporate | 1475816 | 12.58 |
| 3 | Individual upto one Lakh | 461564 | 3.93 |
| 4 | Individual above one Lakh and NRI | 1113000 | 9.48 |
| 5 | Mutual Funds and UTI | 0 | 0.00 |
| 6 | Banks, Financial Institutions, Insurance Corporation | 0 | 0.00 |
| 7 | Clearing Members | 500 | 0.00 |
| | TOTAL | 3050880 | 26.00 |
| | GRAND TOTAL | 11735080 | 100.00 |

ix. Distribution of shareholding as on 31st March'2015

| SHARE OR DEBENTURE HOLDING OF NOMINAL VALUE OF | | SHARE / DEBENTURE HOLDERS | | SHARE/DEBENTURE AMOUNT | |
|--|----------|---------------------------|---------------|------------------------|---------------|
| Rs. | P. | Number | % to Total | Number | % to Total |
| (1) | | (2) | (3) | (4) | (5) |
| Upto | 5,000 | 3582 | 96.60 | 3462100 | 2.95 |
| 5,001 - | 10,000 | 78 | 2.10 | 566670 | 0.48 |
| 10,001 - | 20,000 | 23 | 0.62 | 349280 | 0.30 |
| 20,001 - | 30,000 | 9 | 0.24 | 219750 | 0.19 |
| 30,001 - | 40,000 | 3 | 0.08 | 102500 | 0.09 |
| 40,001 - | 50,000 | 5 | 0.13 | 236500 | 0.20 |
| 50,001 - | 1,00,000 | 1 | 0.03 | 80000 | 0.07 |
| 1,00,001 and above | | 7 | 0.19 | 112334000 | 95.72 |
| TOTAL | | 3708 | 100.00 | 117350800 | 100.00 |

x. Dematerialization of shares:

Trading in equity shares of the Company is permitted only in the dematerialized form. The Company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the shareholders to hold shares in electronic form with the depository. Out of total equity share capital of 1,17,35,080 Equity shares, 56.38% (66,16,713 equity shares) are held in dematerialized form with NSDL and 39.83% (46,73,546 equity shares) are held in dematerialized form with CDSL.

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

xi. Nomination Facility:

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act 2013 & rule 4.17(1) & (3) under Share Capital and Debentures Rules, 2014 are requested to submit the prescribed form in Form.No.4.13 for this purpose. Shareholders may write to the Company or its Registrars and Transfer Agents for a copy of the Form.

xii. Address for Correspondence:**a. Registered Office:**

8th Floor "THE ESTATE"
 No.121, Dickenson Road,
 Bengaluru – 560042
 CIN: L70101KA1983PLC005140
 Telephone No: 080-25593891
 Fax No: 080-25595739
 Website : www.thakral-india.co.in

b. Address for Investor Correspondence

Registrar & Share Transfer Agent
 M/s.Integrated Enterprises (India) Ltd
 (Formerly Alpha Systems Pvt. Ltd.)
 # 30, Ramana Residency, 4th Cross,
 Sampige Road, Malleswaram, Bengaluru- 560 003
 Tel: 080-23460815 / 16 / 17 / 18
 Fax: 080-23460819

DECLARATION

As provided under clause 49 of the Listing Agreement with the Stock Exchanges, it is hereby declared that all the board members and senior managerial personnel of the Company have affirmed the Compliance of code of Conduct for the year ended 31st March, 2015.

Place : Bengaluru
Date : 13/08/2015

For and on Behalf of the Board

MANAGING DIRECTOR

Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

We, Ramesh Chandra Bhavuk, Managing Director and Mr.S.Gopalakrishnan GM-Finance & Accounts/ Chief Financial Officer of Thakral Services (India) Limited to the best of our knowledge and belief, certify that:

We have reviewed the balance sheet and profit and loss account, and all its schedules and notes on accounts, as well as the cash flow statement and the Directors Report:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

Further, We have indicated to the auditors and the Audit Committee:

1. Significant changes in internal control during the year ;
2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.

Ramesh Chandra Bhavuk
 MANAGING DIRECTOR

S.Gopalakrishnan
 GM-FINANCE & ACCOUNTS/CFO

Place: Bengaluru

Date : 13/08/2015

| |
|--|
| AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S) |
|--|

To,

The Members of Thakral Services (India) Limited

We have examined the compliance of the conditions of Corporate Governance by M/s. Thakral Services (India) Ltd for the year ended 31st March 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our responsibility has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Brahmayya & Co.,
 Firm Registration No.:000515S
 Chartered Accountants.

(G. SRINIVAS)
 Partner
 Membership No. 086761

Place: Bengaluru
 Date: 29.05.2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Business Review :

The organization is doing well in the Electronic Surveillance Solution business, especially in the Banking Segment. It has got itself empanelled in many of the banks, thereby enabling continuous business growth. Apart from that, it has started spreading its roots across wider territories where the market can be grown at a faster phase, using the credibility already established in the other areas. Apart from Surveillance, the organization has entered into the field of Bio-Metrics as well. Few orders have been already won on this front and implementation had been done through.

In addition to the above, organisation has opened its roots on solar power business line. Already it has obtained the accreditation as being an authorized Government channel partner. Organisation has more than 100 installations to its credentials already. This is a new line which is growing in the Indian scenario, and the organization is confident that this line will have a good growth in the years to come.

2. Opportunities and Threats :

Opportunities: The organisation has already made its presence in the banking sector well. The business in this sector has started growing and with the credibility already established, it is seeing a large opportunity at its front. With the norms introduced by RBI insisting that banks have to implement CCTV in all their branches, and with our credibility already established in the Banking segment, our business will definitely grow in good proportions in the years to come. Also, the organisation has started participating in the opportunities across other segments like Schools, Hospitality, Health, Government and Defence sectors, where also the market has started growing. In addition, as explained earlier, the solar line is expected to spread across on all segments. With the already established customer contacts, good growth on this line is anticipated.

Threats: Of course, when a market grows in a particular field, competition is going to get wider and tougher, and the margins will get lowered. However, we are confident that this can be met with through better resourcing of materials and co-ordination with sales management.

3. Internal Control system:

The Company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly and applicable statutes, Code of Conduct and corporate policies are duly complied with.

The Company had reconstituted the Audit committee, which comprises of three Directors who are serving on the Board. The audit committee reviews the internal control system and other terms of reference at regular intervals, which is more specifically detailed in the Corporate Governance Report. The Audit committee continuously reviews the adequacy and efficacy of the internal controls. The audit observations are followed up for implementation of corrective actions. The Committee also meets the Company's statutory auditors to ascertain their views on the adequacy of the internal control systems in the Company and their observations on the financial reports. The Audit Committee's observations are acted upon by the Management.

4. Future Outlook:

With the opportunity growing and our presence widening, we are confident that our returns are going to be better and better in all spheres like turn over, profitability and shareholders' wealth.

5. Financial:

The present capital base of the Company is Rs.3.52 Crores. The Company's performance during the last year resulted in a loss of Rs.338.05 lakhs after depreciation and provisions.

6. Human Resource Management:

The organization gives high importance to the procedure on recruitment, manpower training and employee welfare measurements. The board does recognise the hard work and special achievements of individuals through defined methods, so that the morale of other employees as well are kept on high spirits. It is indeed understood by one and all that good results can be achieved only through collective steps and execution, and as spelt earlier, all are confident on achieving the same.

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF THAKRAL SERVICES (INDIA) LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of Thakral Services (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, of its Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company.

For Brahmayya & Co.,
Chartered Accountants
ICAI Firm Registration No.000515S

G. Srinivas
Partner
Membership No.086761

Place: Bengaluru
Date: May 29th, 2015

Annexure I to Independent Auditors' Report

(i) In respect of the Company's Fixed Assets:

- (a) As per the information and explanation provided to us, the Company has maintained proper records showing full Particulars including quantitative details and location of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and the discrepancies identified on such verification have been properly dealt with in the books of accounts.

(ii) In respect of the Company's inventories:

- (a) The Management has conducted physical verification of inventory at reasonable intervals during the year;
- (b) The procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business;
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification;

(iii) (a) The Company has not granted any loans, secured or unsecured, to any company, firm or other parties listed in the Register maintained under Section 189 of the Act. Accordingly, clauses (iii) (a) & (iii) (b) of paragraph 3 of Order are not applicable to the company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further, during the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the aforesaid internal control system.

- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under of sub section (1), of Section 148 of the Act, for the company.
- (vii) In respect of Company's statutory dues**
- (a) According to the information and explanations given to us and according to the records as produced and examined by us, there were delays in few cases in depositing with appropriate authorities the undisputed statutory dues including Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues to the extent applicable to it. In case of Income tax, there is a delay for more than six months as at March 31, 2015 from the date they become payable amounting to Rs. 1,821,898.
- (b) According to the information and explanations given to us, no undisputed dues in respect of provident fund, Sales Tax, Income Tax, Customs Duty, Wealth Tax, Service Tax, Cess and other material statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable,
- (c) According to the records of the company, details of dues of Income-tax, Sales tax, Wealth tax, Service Tax, Custom duty, Excise duty, Value Added Tax and Cess on account of any dispute, which have not been deposited as on March 31, 2015 are as follows:

| Statue | Nature of Dues | Forum where Dispute is pending | Period to which the amount relates | Amount involved (in Rs.) |
|----------------------|--|--|---|---------------------------------|
| Income Tax Act, 1961 | Long Term capital loss | Commissioner of Income Tax Appeals (III) | AY 2009-10 | 1,15,75,506/- |
| Income Tax Act, 1961 | Warranty of provision, Reimbursement expenses etc. | Commissioner of Income Tax Appeals (III) | AY 2009-10 | 2,64,528/- |

- (d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
- (viii) The Company's does not have accumulated losses at the end of the financial year. However, it has incurred cash losses in the current financial year, but not in the immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or banks. The Company did not have any outstanding dues in respect of debenture holders during the year;

- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions;
- (xi) Based on the information and explanations given to us by the Management, term loans were applied for the purpose for which the loans were obtained;
- (xii) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have not come across any instance of fraud on or by the Company, has been noticed or reported during course of our audit, nor we have been informed of any such case by the Management.

For Brahmayya & Co.,
Chartered Accountants
ICAI Firm Registration No.000515S

G. Srinivas
Partner
Membership No.086761

Place: Bengaluru
Date: May 29th, 2015

THAKRAL SERVICES (INDIA) LIMITED

Balance sheet as at March 31, 2015

(Amount in Rupees)

| Particulars | Note No. | As at March 31, 2015 | As at March 31, 2014 |
|---|----------|----------------------|----------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| (a) Share capital | 3 | 35,205,240 | 35,205,240 |
| (b) Reserves and surplus | 4 | 16,466,764 | 51,107,537 |
| | | 51,672,004 | 86,312,777 |
| (2) Non - current liabilities | | | |
| (a) Long term borrowings | 5 | 42,541,317 | 47,845,482 |
| (b) Long term provisions | 6 | 3,573,254 | 3,263,931 |
| | | 46,114,571 | 51,109,413 |
| (3) Current Liabilities | | | |
| (a) Short term borrowings | 7 | 79,331,655 | 73,319,690 |
| (b) Trade payables | 8 | 47,206,484 | 45,682,495 |
| (c) Other Current Liabilities | 9 | 42,051,205 | 37,576,587 |
| (d) Short term provisions | 10 | 7,230,992 | 10,715,620 |
| | | 175,820,326 | 167,294,392 |
| TOTAL | | 273,606,911 | 304,716,582 |
| II. ASSETS | | | |
| (1) Non - current assets | | | |
| (a) Fixed Assets - Tangible assets | 11 | 12,960,155 | 20,815,198 |
| (b) Non - current investments | 12 | 156,410 | 156,410 |
| (c) Deferred tax assets (Net) | 13 | 2,999,105 | 323,429 |
| (d) Long term loans and advances | 14 | 9,485,484 | 9,953,824 |
| (e) Other non current assets | 15 | 2,215,757 | 1,949,353 |
| | | 27,816,911 | 33,198,214 |
| (2) Current Assets | | | |
| (a) Inventories | 16 | 18,112,575 | 16,373,481 |
| (b) Trade receivables | 17 | 184,279,766 | 201,424,522 |
| (c) Cash and Other Bank Balances | 18 | 1,791,587 | 10,626,995 |
| (d) Short term loans and advances | 19 | 31,827,697 | 29,516,360 |
| (e) Other current assets | 20 | 9,778,375 | 13,577,010 |
| | | 245,790,000 | 271,518,368 |
| TOTAL | | 273,606,911 | 304,716,582 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes 1 to 41 are an integral part of the financial statements.

As per our report of even date

For Brahmayya & Co.,
Chartered Accountants

Firm Registration No. : 000515S

Sd/-

G. Srinivas

Partner

Membership No: 086761

Place : Bengaluru

Date : 29.05.2015

For and on behalf of the Board of Directors
Thakral Services (India) Limited

Sd/-

R.C.Bhavuk

Managing Director

Sd/-

Pooja Jain

Company Secretary

Sd/-

K.S.Bawa

Director

Sd/-

S. Gopalakrishnan

Chief Financial Officer

THAKRAL SERVICES (INDIA) LIMITED

Statement of Profit and Loss for the year ended March 31, 2015

(Amount in Rupees)

| Particulars | Note No. | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|--|----------|--------------------------------------|--------------------------------------|
| REVENUE FROM OPERATION (GROSS) | 21 | 293,315,469 | 391,428,225 |
| Less : Excise Duty | | 0 | 0 |
| Revenue from operation (Net) | | 293,315,469 | 391,428,225 |
| Other income | 22 | 2,163,534 | 2,402,828 |
| Total revenue | | 295,479,003 | 393,831,053 |
| Expenses | | | |
| a) Purchase of stock in trade | 23 | 176,575,098 | 219,358,029 |
| b) Changes in inventories of stock in trade | 24 | (1,739,094) | 510,253 |
| c) Employee benefits expense | 25 | 68,110,635 | 67,254,509 |
| d) Finance costs | 26 | 9,733,154 | 9,650,498 |
| e) Depreciation and amortization expense | 27 | 5,661,631 | 4,479,416 |
| f) Other expenses | 28 | 73,667,658 | 78,370,545 |
| Total Expenses | | 332,009,082 | 379,623,250 |
| Profit/ (Loss) before exceptional item and extraordinary items | | (36,530,079) | 14,207,803 |
| Exceptional Items | | 0 | 0 |
| Profit/(Loss) after exceptional item but before extraordinary items | | (36,530,079) | 14,207,803 |
| Extraordinary Items | | 0 | 0 |
| Profit before tax | | (36,530,079) | 14,207,803 |
| Tax expense | | | |
| a) Current tax | | 0 | (4,895,292) |
| b) Deferred tax Assets /(Liability) | | 2,675,676 | (1,589,703) |
| | | 2,675,676 | (6,484,995) |
| Profit/(Loss) for the period | | (33,854,403) | 7,722,808 |
| Earning per equity share: | 29 | | |
| a) Basic | | (2.88) | 0.66 |
| b) Diluted | | (2.88) | 0.66 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes 1 to 41 are an integral part of the financial statements.

As per our report of even date

For Brahmayya & Co.,
Chartered Accountants

Firm Registration No. : 000515S

Sd/-

G. Srinivas

Partner

Membership No: 086761

Place : Bengaluru

Date : 29.05.2015

For and on behalf of the Board of Directors
Thakral Services (India) Limited

Sd/-

R.C.Bhavuk

Managing Director

Sd/-

Pooja Jain

Company Secretary

Sd/-

K.S.Bawa

Director

Sd/-

S. Gopalakrishnan

Chief Financial Officer

THAKRAL SERVICES (INDIA) LIMITED

Cash flow statement for the year ended 31 March 2015

(Amount in Rupees)

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|--|--------------------------------------|--------------------------------------|
| I. Cash flow from operating activities | | |
| Profit before tax | (36,530,079) | 14,207,803 |
| Depreciation | 5,661,631 | 4,479,416 |
| Bad debts | 42,452 | 5,741 |
| Interest income | (241,808) | (309,796) |
| Income from investments | 0 | (7,875) |
| written Off of fixed assets | 0 | 11,446 |
| Sundry credit balance and provision written back | (1,161,926) | (515,882) |
| Foreign exchange loss | 0 | 203,677 |
| Interest expenses | 9,733,154 | 9,650,498 |
| Operating profit before working capital changes | (22,496,576) | 27,725,028 |
| Movements in working capital : | | |
| Increase / (decrease) in trade payables | 1,585,022 | (13,764,041) |
| Increase / (decrease) in other current liabilities | 4,474,618 | 10,885,296 |
| Decrease / (increase) in trade receivables | 17,102,304 | (8,863,872) |
| Decrease / (increase) in inventories | (1,739,094) | 510,253 |
| Decrease / (increase) in other current assets | 3,798,635 | 2,609,498 |
| Decrease / (increase) in other Non current assets | 0 | 0 |
| Decrease / (Increase) long term loans and advances | 468,340 | (3,390,626) |
| Decrease / (increase) short term loans and advances | 654,151 | 5,899,201 |
| Increase / (decrease) in long term provisions | 309,323 | 556,035 |
| Increase / (decrease) in short-term provisions | (2,383,735) | (14,114,183) |
| Cash generated from / (used in) operations | 1,772,988 | 8,052,590 |
| Direct taxes paid (net of refunds) | (2,965,487) | (7,967,279) |
| Net cash flow from/ (used in) operating activities (I) | (1,192,499) | 85,311 |
| II. Cash flows from Investing activities | | |
| Purchase of fixed assets | (1,152,486) | (6,632,192) |
| Proceeds from sale of fixed assets | 2,559,527 | 0 |
| Redemption of Non-current investments | 0 | 0 |
| Investment in Bank Guarantee Deposits | (266,404) | (649,038) |
| Interest received | 241,808 | 309,796 |
| Income from investment | 0 | 7,875 |
| Net cash flow from/ (used in) investing activities (II) | 1,382,445 | (6,963,559) |
| III. Cash flows from financing activities | | |
| Proceeds from long-term borrowings | 0 | 0 |
| Repayment of long-term borrowings | (5,304,165) | 21,454,366 |
| Proceeds from short-term borrowings | 6,011,965 | (84,769) |
| Repayment of short-term borrowings | 0 | 0 |
| Interest paid | (9,733,154) | (9,650,498) |
| Net cash flow from/ (used in) in financing activities (III) | (9,025,354) | 11,719,099 |

THAKRAL SERVICES (INDIA) LIMITED

Cash flow statement for the year ended 31 March 2015

(Amount in Rupees)

| Particulars | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|---|--------------------------------------|--------------------------------------|
| Net increase/(decrease) in cash and cash equivalents (I+II+III) | (8,835,408) | 4,840,851 |
| Cash and cash equivalents at the beginning of the year | 10,626,995 | 5,786,144 |
| Cash and cash equivalents at the end of the year | 1,791,587 | 10,626,995 |
| Components of cash and cash equivalents | | |
| Cash on hand | 158,856 | 809,464 |
| Cheques on hand | 0 | 0 |
| With banks | | |
| - on current account | 1,632,731 | 9,817,531 |
| - on deposit account | 0 | 0 |
| Total cash and cash equivalents | 1,791,587 | 10,626,995 |

Notes:

1. The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at March 31, 2015 and the related Statement of Profit and Loss for the year ended on that date.
2. The above Cash Flow Statement has been prepared under indirect method in accordance with Accounting Standard (AS)- 3 on Cash Flow Statement as notified U/S 133 of the Companies Act, 2013
3. Previous year figures have been regrouped/reclassified wherever necessary to conform to current year's classification.

The accompanying notes 1 to 41 are an integral part of the financial statements.

As per our report of even date

For Brahmayya & Co.,
Chartered Accountants

Firm Registration No. : 000515S

Sd/-

G. Srinivas

Partner

Membership No: 086761

Place : Bengaluru

Date : 29.05.2015

For and on behalf of the Board of Directors
Thakral Services (India) Limited

Sd/-

R.C.Bhavuk

Managing Director

Sd/-

Pooja Jain

Company Secretary

Sd/-

K.S.Bawa

Director

Sd/-

S. Gopalakrishnan

Chief Financial Officer

1. Company Overview:

Thakral Services (India) Limited ('the Company') was incorporated on 25th January, 1983 as private limited company with its registered office at Bangalore, originally with the name Parvidhgaar Leasing Pvt. Ltd. On 18th November, 1985, it was converted in to a Limited Company and was renamed as Parvidhgaar Leasing & Finance Limited. To broaden the business activities, its name was further changed to Primeast Investments Limited on 16th November, 1994. Presently the Company is engaged in the business of CCTV Sales and related service activities and during the year 2011-12 the company has commenced its business in the field of Photo Voltaic Modules.

2. Statement of Significant Accounting Policies:

a. Conventions

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian – GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year

b. Tangible Assets

Tangible fixed assets are stated at cost net of cenvat credit and other duty drawbacks less accumulated depreciation and impairment losses, if any. The Cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discount and rebate are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

c. Intangible Assets

Intangible Assets are stated at original cost. Additions to Intangible Assets are recognized in accordance with the recognition and measurement criteria as provided in Accounting Standard 26 issued by Institute of Chartered Accountants of India.

d. Depreciation on Tangible Assets

Depreciation on tangible fixed assets is calculated on a straight-line basis using the rates arrived at, based on useful lives estimated by the Management, which coincide with the lives prescribed under Schedule II to the Companies Act, 2013. The Company has used the following useful lives to provide depreciation on its fixed assets.

| Particulars | Useful Life(Years) | Schedule of CA 2013 |
|----------------------|---------------------|---------------------|
| Office Equipment | 5.00 | 5.00 |
| Computers | 3.00 | 3.00 |
| Furniture & Fixtures | 10.00 | 10.00 |
| Vehicle | 8.00 | 8.00 |
| Rental Stock | 5.00 | 5.00 |

e. Amortization of Intangible Assets

Amortization is provided on straight line method based on the best estimates of useful lives of the assets in accordance with Accounting Standard 26 as notified by Ministry of Corporate affairs. Software capitalised and depreciated in the earlier years are now written off.

f. Borrowing Costs

Borrowing costs that are attributable to acquisition, construction or production of a qualifying asset are capitalized as a part of cost of such asset. All other borrowing costs are recognized as an expense in the year in which they are incurred.

g. Impairment of Assets

All fixed assets are assessed for any indication of impairment at each balance sheet date based on internal / external factors. On any such indication the impairment loss (being the excess of carrying value over the recoverable value of the asset) is immediately charged to the Profit and Loss Account. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

h. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i. Inventories

Inventories are valued at lower of cost or net realizable value. Cost is computed with issues being made on FIFO basis.

j. Foreign exchange transaction

Foreign currency transactions are recorded in the reporting currency, at the exchange rates prevailing on the date of the transaction.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Monetary assets and monetary liabilities other than long term are translated at the exchange rate prevailing on the balance sheet date and the resultant gain/loss is recognised in the financial statements.

k. Revenue / Expenditure recognition

Sales of products are recognised on despatch to customers and are exclusive of trade discounts, sales tax and other taxes. Income accruing in the accounting year and ascertainable/realisable with reasonable certainty on the date of financial statements is taken into account.

Revenue from Installation services are recognised on accrual basis, when Installation is completed and it is probable that an economic benefit will be received which can be quantified reliably.

Revenues from AMC Service are recognised on a time proportion basis.

Expenses accruing in the accounting year and ascertainable with reasonable accuracy on the date of financial statement are provided in the accounts.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend is recognised when the shareholders' right to receive payment is established by the balance sheet date.

1. Retirement benefits to employees

i. Defined Contribution Plans

Contributions paid/payable to defined contribution plans comprising of provident fund and pension fund, employees state insurance etc., are charged to Statement of profit and loss account on accrual basis.

ii. Defined Benefit Plan

Gratuity for employees is as at the Balance Sheet date is provided for based on the actuarial valuation, based on Projected Unit Credit Method at the balance sheet date, carried out by an independent actuary. Actuarial Gains and Losses comprise experience adjustments and the effect of changes in the actuarial assumptions and are recognised immediately in the Statement of Profit and Loss Account as income or expense.

iii. Other Long term employee benefits

Other Long term employee benefits comprise of Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date based on actuarial valuation carried out at each balance sheet date. Actuarial gains and losses are recognised immediately in the profit and loss account as income or expense.

iv. Short term employee benefits

Short term employee benefits, including accumulated compensated absences as at the Balance Sheet date, are recognized as an expense as per Company's schemes based on the expected obligation on an undiscounted basis.

m. Taxes on Income

Provision for income tax comprises current taxes and deferred taxes. Current tax is determined on the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognized on timing differences being the differences between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets and liabilities are measured on the timing differences applying the tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax asset is recognised only to the extent that there is reasonable/virtual certainty supported by convincing evidence that sufficient future tax income will be available against which such deferred tax assets can be realized.

n.Provisions

A provision is recognized when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions, other than employee benefits, are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

o.Leases

Assets acquired under Leases, where the Company has substantially all the risks and rewards of ownership, are classified as finance leases. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets acquired as leases, where a significant portion of the risk and rewards of ownership are retained by the lessor, are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss Account on accrual basis as per terms of the lease.

p.Warranty

The company periodically assesses and provides for the estimated liability on warranty given on sale of its products based on past experience of claims.

q.Earnings / (Loss) per share

The basic earnings / (loss) per share are computed by dividing the net profit/(loss) after tax for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings / (loss) per share, if any are computed using the weighted average number of equity shares and dilutive potential equity share outstanding during the period except when the results would be anti-dilutive.

r. Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measure reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

s.Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short term investment with an original maturity of three months or less.

Thakral Services (India) Limited

Notes forming part of the Financial statements

3.Share Capital

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|--|-------------------------|-------------------------|
| Authorised shares Capital 4,33,40,000 equity shares of Rs. 3 each | 130,020,000 | 130,020,000 |
| Issued, subscribed and fully paid-up shares 1,17,35,080 equity shares of Rs.3 each fully paid up | 35,205,240 | 35,205,240 |
| Total issued, subscribed and fully paid-up share capital | 35,205,240 | 35,205,240 |

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period Equity shares.

| Particulars | As at March 31, 2015 | | As at March 31, 2014 | |
|---|----------------------|-------------------|----------------------|-------------------|
| | Number | Amount | Number | Amount |
| At the beginning of the period | 11,735,080 | 35,205,240 | 11,735,080 | 35,205,240 |
| Allotted during the period out of share application money | 0 | 0 | 0 | 0 |
| Outstanding at the end of the period | 11,735,080 | 35,205,240 | 11,735,080 | 35,205,240 |

b) Terms/ rights attached to equity shares

The Company has issued the Equity shares of par value of Rs.3/-. Every equity share holder shall have voting rights in proportion of his share of the paid up equity capital of the Company. In the event of liquidation of the Company, the assets of the Company will be first distributed to preferential amounts and balance so left will be distributed to equity shareholders in proportion to holding of their equity shares.

(c) Details of shareholders holding more than 5% shares in the Company

| Particulars | As at March 31, 2015 | | As at March 31, 2014 | |
|--|----------------------|---------------|----------------------|---------------|
| | Number | % holding | Number | % holding |
| Equity shares of Rs.3/- (As on 31st March 2014 Rs.3/-) each fully paid | | | | |
| Thakral Investments India Ltd | 4,029,200 | 34.33% | 4,029,200 | 34.33% |
| Paramount Park Ltd | 2,455,000 | 20.92% | 2,455,000 | 20.92% |
| Thakral Investments Holdings (Mauritius) Ltd | 2,200,000 | 18.75% | 2,200,000 | 18.75% |
| Trust Leasing and Finance Pvt., Ltd | 1,464,200 | 12.48% | 1,464,200 | 12.48% |
| Kanwaljeet Singh Dhillon | 1,025,000 | 8.73% | 1,025,000 | 8.73% |
| Total | 11,173,400 | 95.21% | 11,173,400 | 95.21% |

As per records of the Company, including its register of shareholders/ members, the above shareholding represent legal ownership of shares as at balance sheet date.

Notes forming part of the Financial statements

4. Reserves and surplus

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|---|-------------------------|-------------------------|
| a) Capital Reserves | | |
| Opening Balance | 999,918 | 999,918 |
| (+) Current Year Transfer | 0 | 0 |
| Closing Balance | 999,918 | 999,918 |
| b) Surplus/ (deficit) in the statement of profit and loss | | |
| Opening balance | 50,107,618 | 42,384,811 |
| Less : Adjustment on account of Assets whose life has been expired as on 1.4.2014 | (786,369) | 0 |
| Net Profit/(Net Loss) For the current year | (33,854,403) | 7,722,808 |
| Closing Balance | 15,466,846 | 50,107,619 |
| Total reserves and surplus | 16,466,764 | 51,107,537 |

5. Long-term borrowings

| | | |
|---|-------------------|-------------------|
| Unsecured | | |
| Loans and advances from related parties | 42,541,317 | 46,853,002 |
| Secured | | |
| Vehicle Loan* | 0 | 992,480 |
| Total Unsecured Loans | 42,541,317 | 47,845,482 |
| Secured Borrowings | 0 | 992,480 |
| Unsecured Borrowings | 42,541,317 | 46,853,002 |

*Current Portion of Long Term Borrowings is shown under "Other Current Liabilities"

Terms of Repayments

As per the terms and conditions of agreements entered between the Company and HDFC Bank for the car loan availed, the loan is to be repaid on a monthly basis by September 2018. During the reporting year we have opted for prepayment, hence the loan has been closed.

As per the terms and conditions of agreements entered between the Company and its associates, Interest free unsecured loan availed from associates are repayable after 31st March 2017

6. Long Term Provisions

| | | |
|--|------------------|------------------|
| Provision for employee benefits | | |
| Provision for Gratuity | 2,577,372 | 2,296,856 |
| Provision for Leave benefits | 710,282 | 681,475 |
| Provision for Superannuation | 285,600 | 285,600 |
| Total | 3,573,254 | 3,263,931 |

Notes forming part of the Financial statements

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-------------|-------------------------|-------------------------|
|-------------|-------------------------|-------------------------|

7. Short-term borrowings

| | | |
|----------------------------------|-------------------|-------------------|
| Short Term Loans | | |
| from banks | | |
| i) Working capital demand loan | 70,000,000 | 60,000,000 |
| ii) Cash credit | 9,331,655 | 13,319,690 |
| | 79,331,655 | 73,319,690 |
| The above amount includes | | |
| Secured borrowings | 79,331,655 | 73,319,690 |
| Total | 79,331,655 | 73,319,690 |

Working capital Demand Loan and Cash Credit availed from Yes Bank, Bangalore Secured by way of hypothecation of the stocks and books debts, Equitable Mortgage of Commercial property bearing Khata no: 48/24, PID No: 81-6-48/24 situated in the eight floor, (Rear Block) of the building known as "THE ESTATE" No.48, Dickenson Road, Bangalore 560042, standing in the name of Thakral Computers Private Limited.

8. Trade payable

| | | |
|----------------|-------------------|-------------------|
| Trade payable | | |
| - due to MSMED | 0 | 0 |
| due to Others | 47,206,484 | 45,682,495 |
| Total | 47,206,484 | 45,682,495 |

9. Other current liabilities

| | | |
|---------------------------------------|------------------|-------------------|
| i) Income received in advance | 941,442 | 425,194 |
| ii) Advance received from Customers | 5,245,156 | 5,198,428 |
| iii) TDS Payable | 436,315 | 1,014,846 |
| iv) CST Payable | 1,173,211 | 1,506,381 |
| v) Other Statutory Liability | 21,061,742 | 13,316,183 |
| vi) Service Tax Payable | 437,889 | 1,379,828 |
| vii) VAT Payable | 1,370,020 | 2,054,854 |
| viii) Current portion of Vehicle Loan | 0 | 216,789 |
| ix) Salary payable | 4,180,527 | 6,836,891 |
| x) Audit Fees Payable | 454,496 | 373,653 |
| xi) Others | 6,750,407 | 5,253,540 |
| Total | 2,051,205 | 37,576,587 |

10. Short term Provisions

| | | |
|--|------------------|-------------------|
| Provision for employee benefits | | |
| Provision for gratuity | 447,432 | 325,196 |
| Provision for leave benefits | 479,931 | 461,184 |
| | 927,363 | 786,380 |
| Other provision | | |
| Provision for Income Tax | 0 | 4,895,292 |
| Provision for Warranty | 5,905,328 | 4,237,391 |
| Provision pending installation | 398,301 | 796,557 |
| | 6,303,629 | 9,929,240 |
| Total | 7,230,992 | 10,715,620 |

Notes forming part of the Financial statements
FIXED ASSETS - Tangible Assets

Note No. 11 (Amount in Rupees)

| Description of Assets | Gross Block | | | | Depreciation | | | | Net block Value as at | | | |
|-----------------------|-------------------|------------------|------------------|-------------------|-------------------|------------------|------------|----------------|--------------------------------|-------------------|-------------------|-------------------|
| | As at 1.4.2014 | Additions | Deductions | As at 31.3.2015 | Up to 1.4.2014 | For the Period | Adjustment | Deletion | Adjustment in Retained Earning | As at 31.03.2015 | 31.3.2014 | |
| | Office Equipment | 6,553,891 | 618,959 | 400,653 | 6,772,197 | 2,875,424 | 1,367,330 | 0 | 48,889 | 786,369 | 4,980,234 | 1,791,964 |
| Furniture & Fixtures | 6,893,007 | 83,979 | 1,800 | 6,975,186 | 1,521,752 | 943,727 | 0 | 0 | 0 | 2,465,479 | 4,509,706 | 5,371,255 |
| Rental Stock | 16,020,149 | 449,548 | 168,377 | 16,301,320 | 6,957,233 | 3,092,423 | 0 | 0 | 0 | 10,049,656 | 6,251,664 | 9,062,916 |
| Plant & Machinery | 417,053 | 0 | 0 | 417,053 | 4,927 | 5,305 | 0 | 0 | 0 | 10,232 | 406,821 | 412,126 |
| Software | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Motor Car | 2,411,857 | 0 | 2,411,857 | 0 | 121,424 | 252,847 | 0 | 374,271 | 0 | 0 | 0 | 2,290,434 |
| TOTAL | 32,295,957 | 1,152,486 | 2,982,687 | 30,465,756 | 11,480,760 | 5,661,631 | 0 | 423,160 | 786,369 | 17,505,601 | 12,960,155 | 20,815,198 |
| Previous Year | 25,666,076 | 6,632,192 | (2,311) | 32,295,957 | 6,996,079 | 4,479,416 | (1,293) | 0 | 0 | 11,480,759 | 20,815,198 | 18,669,997 |

Notes forming part of the Financial statements

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-------------|-------------------------|-------------------------|
|-------------|-------------------------|-------------------------|

12. Non-current investments

| | | |
|--|----------------|----------------|
| Non Trade -Quoted Investment in Equity Instruments | | |
| a) Share in M/s Jaiprakash Associates Ltd(15,750 Equity share of 2 each) Market value of Investment as at March 31, 2015 is Rs.3,90,600 (Previous year Rs.11,48,175) | 156,410 | 156,410 |
| Total | 156,410 | 156,410 |

13. Deferred tax Assets (net)

| | | |
|---|------------------|------------------|
| Deferred tax liabilities | | |
| Difference in depreciation as per tax books and financial books | (847,575) | (2,671,340) |
| (A) | (847,575) | 2,671,340 |
| Deferred tax assets | | |
| Provision for Gratuity/Leave Encashment/Warranty Etc... | 3,846,680 | 2,994,769 |
| (B) | 3,846,680 | 2,994,769 |
| Net deferred tax Assets | 2,999,105 | 323,429 |

14. Long Term Loans and advances

| | | |
|--|------------------|------------------|
| Security deposit | | |
| Unsecured, considered good | 9,485,484 | 9,953,824 |
| Loans and Advances to Related party | | |
| Unsecured, considered good | 0 | 0 |
| Total | 9,485,484 | 9,953,824 |

15. Other non-current assets

| | | |
|--|------------------|------------------|
| Others | | |
| Margin money on Bank Guarantees with Original Maturity more than 12 months | 2,215,757 | 1,949,353 |
| Total | 2,215,757 | 1,949,353 |

16. Inventories (valued at lower of cost and net realizable value)

| | | |
|----------------|-------------------|-------------------|
| Stock in trade | 18,112,575 | 16,373,481 |
| Total | 18,112,575 | 16,373,481 |

Notes forming part of the Financial statements

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|---|-------------------------|-------------------------|
| 17. Trade receivable | | |
| Outstanding for a period exceeding six months from the date they are due for payment | | |
| Secured, considered good | 0 | 0 |
| Unsecured, considered good | 93,931,997 | 67,786,596 |
| Unsecured, considered, doubtful | 12,078 | 12,078 |
| | 93,944,075 | 67,798,674 |
| Provision for doubtful trade receivables | (12,078) | (12,078) |
| (A) | 93,931,997 | 67,786,596 |
| Outstanding for a period Less than six months from the date they are due for payment | | |
| Secured, considered good | 0 | 0 |
| Unsecured, considered good | 90,347,769 | 133,640,926 |
| | 90,347,769 | 133,640,926 |
| (B) | 90,347,769 | 133,640,926 |
| Total (A+B) | 184,279,766 | 201,427,522 |

18. Cash and Other Bank Balances

| | | |
|--|------------------|-------------------|
| I. Cash and Cash Equivalent | | |
| Cash on hand | 158,856 | 809,464 |
| Balances with banks: | | |
| – On current accounts | 1,632,731 | 9,817,531 |
| – Deposits with original maturity of less than three months | 0 | 0 |
| Cheques/ drafts on hand | 0 | 0 |
| | 1,791,587 | 10,626,995 |
| Amount disclosed under Non- Current Assets | | |
| – Margin Money on Bank Guarantees with Original Maturity more than 12 months | 2,215,757 | 1,949,353 |

Notes forming part of the Financial statements

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|--|-------------------------|-------------------------|
| 19. Short term loans and advances | | |
| Other loans and advances | | |
| Service Tax Receivable | 519,558 | 135,648 |
| Input VAT Receivable | 6,748 | 0 |
| CST Receivable | 0 | 0 |
| Works contract tax receivable | 812,076 | 656,894 |
| Advance income-tax | 18,065,232 | 15,099,745 |
| Advance FBT | 0 | 0 |
| Advances to employee for salary and expenses | 1,713,796 | 1,871,202 |
| Advances against purchases | 6,014,230 | 1,696,412 |
| Prepaid expenses | 193,672 | 104,975 |
| Earnest money deposits with Customers | 4,345,096 | 5,504,474 |
| Other loans and advances | 157,289 | 4,447,010 |
| | 31,827,697 | 29,516,360 |
| Total | 31,827,697 | 29,516,360 |

20. Other current assets

| | | |
|------------------------------------|------------------|-------------------|
| Interest accrued but not received | 21,125 | 15,520 |
| Retention money given to Customers | 9,757,250 | 13,561,490 |
| Total | 9,778,375 | 13,577,010 |

21. Revenue from operations

| | | |
|---|--------------------|--------------------|
| Revenue from operations | | |
| Sale of Goods | | |
| Domestic sales | 237,818,768 | 316,715,061 |
| Export sales | 5,904,850 | 12,994,373 |
| Sale of services | | |
| Service and Installation charges received | 10,980,342 | 40,616,656 |
| Rental Receipt on Stocks and AMC Income | 35,619,721 | 8,667,347 |
| Other operating income | | |
| Commission from marketing services | 0 | 6,186,000 |
| Income from arrangement of training | 2,991,788 | 6,248,788 |
| Total | 293,315,469 | 391,428,225 |

Notes forming part of the Financial statements

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-------------|-------------------------|-------------------------|
|-------------|-------------------------|-------------------------|

22. Other income

| | | |
|--|------------------|------------------|
| Dividend Income from non trade quoted investment | 0 | 7,875 |
| Interest income | 241,808 | 309,796 |
| Excess provisions for earlier year written back | 1,100,893 | 0 |
| Sundry Credit Balances written back | 61,033 | 515,882 |
| Miscellaneous income | 247,999 | 1,569,275 |
| Total | 2,163,534 | 2,402,828 |

23. Purchases of stock in trade

| | | |
|-------------------------|--------------------|--------------------|
| Stand alone DVR | 36,367,604 | 43,841,819 |
| Cameras | | |
| Dome Cameras | 23,930,418 | 25,872,732 |
| C Mount Cameras | 824,926 | 1,366,019 |
| Cameras-Others | 17,936,438 | 12,340,733 |
| DVR Card | 0 | 0 |
| Lens | 544,019 | 254,241 |
| Cameras and Accessories | 4,712,221 | 1,858,007 |
| Cable Accessories | 46,047,704 | 54,464,371 |
| Other Parts | 46,211,768 | 79,360,107 |
| Total | 176,575,098 | 219,358,029 |

24. (Increase)/ decrease in inventories

| | | |
|--|--------------------|----------------|
| Inventories at the end of the year | 18,112,575 | 16,373,481 |
| Inventories at the beginning of the year | 16,373,481 | 16,883,734 |
| (Increase)/ decrease in inventories | (1,739,094) | 510,253 |

25. Employee benefit expense

| | | |
|--|-------------------|-------------------|
| Salaries, wages and bonus | 59,187,797 | 58,405,283 |
| Contribution to Provident Fund and ESI | 4,104,477 | 3,734,580 |
| Gratuity expenses | 600,927 | 339,047 |
| Staff welfare expenses | 4,217,434 | 4,775,599 |
| Total | 68,110,635 | 67,254,509 |

26. Finance costs

| | | |
|--------------|------------------|------------------|
| Interest | 9,733,154 | 9,650,498 |
| Total | 9,733,154 | 9,650,498 |

Notes forming part of the Financial statements

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-------------|-------------------------|-------------------------|
|-------------|-------------------------|-------------------------|

27. Depreciation and amortization expense

| | | |
|-----------------------------------|------------------|------------------|
| Depreciation of tangible assets | 5,661,631 | 4,477,280 |
| Amortization of Intangible Assets | 0 | 2,136 |
| Total | 5,661,631 | 4,479,416 |

28. Other expenses

| | | |
|----------------------------------|-------------------|-------------------|
| Cabling and Installation charges | 19,781,153 | 21,876,873 |
| Carriage and Freight Inward | 3,371,850 | 2,647,472 |
| Commission and Brokerage | 0 | 125,000 |
| Training and Seminar Expenses | 2,650,000 | 5,522,500 |
| Packing Material | 299,311 | 126,010 |
| Insurance | 181,904 | 293,513 |
| Rental Expenses | 11,652,114 | 11,164,614 |
| Rates and Taxes | 654,031 | 433,053 |
| Printing and Stationery | 1,084,236 | 961,038 |
| Software Expenses | 1,013,572 | 1,414,494 |
| Communication Expenses | 3,712,993 | 3,999,512 |
| Electricity Charges | 1,672,965 | 1,447,352 |
| Repairs and Maintenance | 613,824 | 622,188 |
| Travelling and Conveyance | 12,702,846 | 14,491,076 |
| Legal and Consultancy | 1,552,964 | 1,550,890 |
| Security Service Charges | 230,284 | 129,217 |
| Bank Charges | 1,591,022 | 606,358 |
| Carriage and Freight Outward | 2,830,811 | 4,770,781 |
| Sales Promotion Expenses | 3,825,090 | 2,992,055 |
| Miscellaneous expenses | 3,736,993 | 2,358,336 |
| Payment to Auditors | | |
| For Audit | 400,000 | 325,000 |
| For Expenses | 109,695 | 21,720 |
| Written off of asset | 0 | 11,446 |
| Exchange Fluctuation loss | 0 | 480,047 |
| Total | 73,667,658 | 78,370,545 |

Notes forming part of the Financial statements

(Amount in Rupees)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-------------|-------------------------|-------------------------|
|-------------|-------------------------|-------------------------|

29. Earning per share (EPS)

| | | |
|--|---------------------|-------------------|
| Total operations for the year | | |
| Net (loss) after Tax for calculation of Basic EPS and Diluted EPS | (33,854,403) | 7,722,808 |
| Weighted average number of equity shares in calculating basic EPS | 11,735,080 | 11,735,080 |
| Face Value per Share | 3 | 3 |
| Effects of dilution: | | |
| Allotment of share from share application money received | NIL | NIL |
| Weighted average number of equity shares in calculating diluted EPS | 11,735,080 | 11,735,080 |
| Basic EPS | (2.88) | 0.66 |
| Diluted EPS | (2.88) | 0.66 |

30. Micro, Small and Medium Enterprises Development Act, 2006(MSMED Act)

Based on the information available with the company, there are no Micro, Small and Medium enterprises, to which the company owes, which are outstanding for more than 45 days as at 31st March, 2015. Further, no interest during the year has been paid or payable under the terms of the MSMED Act, 2006.

31. Particulars of Stock

i. Purchases

| Class of Goods | For the year Ending March 31,2015 | | For the year Ending March 31,2014 | |
|--------------------|--------------------------------------|---------------------|--------------------------------------|---------------------|
| | Quantity Nos. | Value (Rs.) | Quantity Nos. | Value (Rs.) |
| Standalone DVR | 6113 | 3,63,67,604 | 8169 | 4,38,41,819 |
| <u>Cameras</u> | | | | |
| a) Dome Cameras | 13692 | 2,39,30,418 | 20157 | 2,58,72,732 |
| b) C-Mount Cameras | 561 | 824926 | 986 | 13,66,019 |
| c) Cameras- Others | 8720 | 1,79,36,438 | 7150 | 1,23,40,733 |
| DVR Cards | | | - | - |
| Lens | 551 | 5,44,019 | 374 | 2,54,241 |
| Camera Accessories | 18218 | 47,12,221 | 14994 | 18,58,007 |
| Cable Accessories | 1123289 | 4,60,47,704 | 1371469 | 5,44,64,371 |
| Other Parts | 39370 | 4,62,11,768 | 56362 | 7,93,60,107 |
| Total | | 17,65,75,098 | | 21,93,58,029 |

Notes forming part of the Financial statements

ii. Sales

| Class of Goods | For the year Ending March 31,2015 | | For the year Ending March 31,2014 | |
|--------------------|--------------------------------------|---------------------|--------------------------------------|---------------------|
| | Quantity Nos. | Value (Rs.) | Quantity Nos. | Value (Rs.) |
| Standalone DVR | 4807 | 63520685 | 10631 | 9,01,88,834 |
| Cameras | | | | |
| a) Dome Cameras | 14220 | 35381102 | 24095 | 3,81,64,137 |
| b) C-Mount Cameras | 542 | 1369483 | 820 | 38,19,708 |
| c) Cameras | 8032 | 24170156 | 8007 | 2,53,13,862 |
| DVR Cards | | | 1 | 13,313 |
| Lens | 656 | 468646 | 802 | 3,17,872 |
| Camera Accessories | 17664 | 6886402 | 26552 | 52,63,613 |
| Cable Accessories | 1144880 | 53028618 | 1330262 | 6,43,91,108 |
| Other Parts | 40643 | 58898526 | 77097 | 10,22,36,986 |
| Total | | 24,37,23,618 | | 32,97,09,433 |

iii. Closing Stock

| Class of Goods | For the year Ending March 31,2015 | | For the year Ending March 31,2014 | |
|--------------------|--------------------------------------|--------------------|--------------------------------------|--------------------|
| | Quantity Nos. | Value (Rs.) | Quantity Nos. | Value (Rs.) |
| Standalone DVR | 4026 | 25,52,231 | 2720 | 27,06,182 |
| Cameras | | | | |
| a) Dome Cameras | 6053 | 17,88,433 | 6311 | 28,80,354 |
| b) C-Mount Cameras | 410 | 2,41,783 | 391 | 1,82,738 |
| c) Cameras | 2261 | 32,59,751 | 1573 | 16,11,714 |
| DVR Cards | 6 | 80,456 | 6 | 87,111 |
| Lens | 47 | 11,340 | 152 | 25,512 |
| Camera Accessories | 3656 | 8,18,538 | 3102 | 4,59,703 |
| Cable Accessories | 89520 | 53,75,852 | 111111 | 50,58,502 |
| Other Parts | 6074 | 39,84,191 | 7347 | 33,61,665 |
| Total | | 1,81,12,575 | | 1,63,73,481 |

Notes forming part of the Financial statements

32. Related Party Disclosure

a) List of Related Party and Relationship:

| Related Party | Relationship |
|--|-------------------------|
| A. Enterprises where directors have significant influence: M/s. Westminster Developments Pvt. Ltd. M/s. Normandy Developments Pvt. Ltd. M/s. Minnow Trading Company Pvt. Ltd. M/s. Glade Trading Company Pvt. Ltd. M/s. Thakral Computers Pvt. Ltd. M/s. Thakral one Solutions Pvt. Ltd. M/s. Future World (India) Pvt. Ltd. M/s. Netizen Properties Pvt. Ltd. M/s. Future World Retail Pvt. Ltd., | Associates |
| B. Key Management Personnel Mr. R.C. Bhavuk | Managing Director |
| C. Relative of Key Management Personnel: Mrs Beena Sharma | Wife of Mr. R.C. Bhavuk |

b) Summary of the Related Party Transaction: (Balance Sheet Item)

| | Related Party Transactions | April 1st 2014 to March 31, 2015 Rs. | April 1st 2013 to March 31, 2014 Rs. |
|---|---|--|--|
| 1 | Advances Given/(taken) Future World (India) Pvt Ltd | 2,13,24,175 | 2,13,00,086 |
| 2 | Rental Deposit Thakral One Solutions Pvt Ltd | 37,81,200 | 37,81,200 |
| 3 | Unsecured loans availed/(repaid) during the year from companies where directors have significant influence* | (41,31,606) | 2,02,81,807 |
| 4 | Closing balance of unsecured loans from companies where directors have significant influence | 4,25,41,317 | 4,68,53,002 |

Note 1: The Company is in the process of obtaining Central Govt. approval for the transactions with Applicable related parties.

Notes forming part of the Financial statements

Break up of Unsecured Loans from Associates

| Name | Opening Balance (Rs.) | Maximum Outstanding during the year (Rs.) | Closing Balance (Rs.) |
|----------------------------------|-----------------------|---|-----------------------|
| Thakral One Solutions Pvt. Ltd | 1,91,65,911 | 1,91,65,911 | 1,77,54,176 |
| Thakral Computers Pvt Ltd | 96,26,644 | 96,26,644 | 86,34,338 |
| Raminder Singh | 23,00,931 | 23,00,931 | 23,00,931 |
| Westminster Developments Pvt Ltd | 48,13,192 | 48,13,192 | 48,13,192 |
| Normandy Developments Pvt Ltd | 54,73,119 | 54,73,119 | 2,72,299 |
| Glade Trading Co. Pvt Ltd | 12,87,818 | 12,87,818 | 12,87,818 |
| Minnow Trading Co. Pvt Ltd | 5,55,308 | 5,55,308 | 5,30,013 |
| Inderbethal Singh Thakral | 36,30,000 | 36,30,000 | 36,30,000 |
| Future World Retail Pvt Ltd | 0.00 | 43,20,000 | 3318,560 |
| Total | 4,68,53,002 | | 4,25,41,317 |

b) Summary of the Related Party Transaction: (Profit & Loss account Item)

| Sl. No. | Related Party Transactions | April 1st 2014 to March 31, 2015 (Rs.) | April 1st 2013 to March 31, 2014 (Rs.) |
|---------|---|--|--|
| 1 | Remuneration:Key Management Personnel - R.C.Bhavuk | 14,87,167 | 14,87,167 |
| 2. | Rent Payment: Thakral One Solution Pvt Ltd | 75,25,997 | 31,98,135 |

c) Summary of the Related Party Transaction: (Others)

| Sl. No. | Related Party Transactions | April 1st 2014 to March 31, 2015 (Rs.) | April 1st 2013 to March 31, 2014 (Rs.) |
|---------|---|--|--|
| 1 | Corporate Guarantee: Future World Retail Pvt Ltd | 1,00,00,000 | 1,00,00,000 |

33. Value of Imports on CIF Basis

| Sl. No. | Particulars | For the year Ending March 31, 2015 (Rs.) | For the year Ending March 31, 2014 (Rs.) |
|---------|---------------------|--|--|
| 1. | Components & Spares | 1,62,01,724 | 2,79,91,972 |
| | Total | 1,62,01,724 | 2,79,91,972 |

34. Expenditure in Foreign Currency

(Amount in Rupees)

| Sl. No. | Particulars | For the year Ending March 31, 2015 (Rs.) | For the year Ending March 31, 2014 (Rs.) |
|---------|------------------------|--|--|
| 1. | Travelling expenditure | 1,37,405 | 1,88,276 |
| | Total | 1,37,405 | 1,88,276 |

Notes forming part of the Financial statements

35. Earnings in Foreign Currency

| Particulars | For the year Ending March 31, 2015 (Rs.) | For the year Ending March 31, 2014 (Rs.) |
|---------------------------------------|--|--|
| 1. Export of goods on FOB basis | 59,04,850 | 1,29,94,373 |
| 2. Income from Arrangement Training | 29,91,788 | 62,48,788 |
| 3. Commission from marketing Expenses | | 61,86,000 |
| Total | 88,96,638 | 2,54,29,161 |

36. Employee Benefits

As per Accounting Standard 15 "Employee benefits", the disclosure as defined in the Accounting Standard are given below

a) Defined Contribution Plan:

Contribution to funds:

(Amount in Rs.)

| Particulars | 2014-15 | 2013-14 |
|---|------------------|------------------|
| Employer's Contribution to Provident Fund | 30,77,536 | 28,34,975 |
| Employer's Contribution to ESI Fund | 10,26,941 | 8,99,605 |
| Total | 41,04,477 | 37,34,580 |

b) Defined Benefit Plans

Statement of Profit & Loss: Gratuity Expenses

Net Employee benefit expense (Recognised in Employee Cost):

| Particulars | For the year Ending March 31, 2015 (Rs.) | For the year Ending March 31, 2014 (Rs.) |
|--|--|--|
| Current Service Cost | 6,24,367 | 6,31,788 |
| Interest Cost | 2,32,113 | 1,85,825 |
| Expected return on plan assets | NIL | NIL |
| Net actuarial (gain)/loss recognised in the year | (2,55,553) | (5,03,951) |
| Net benefit expense | 6,00,927 | 3,39,047 |

Balance sheet

Details of Provision for gratuity

| Particulars | For the year Ending March 31, 2015 (Rs.) | For the year Ending March 31, 2014 (Rs.) |
|----------------------------|--|--|
| Fair Value of plan assets | NIL | NIL |
| Defined benefit obligation | 30,24,804 | 26,22,052 |
| Plan assets/(Liabilities) | NIL | NIL |

Notes forming part of the Financial statements

Change in the present value of the defined benefit obligation is as follows:

| Particulars | As at March 31, 2015 (Rs.) | As at March 31, 2014 (Rs.) |
|--|----------------------------------|----------------------------------|
| Opening Defined benefit obligation | 26,22,052 | 23,08,390 |
| Interest Cost | 2,32,113 | 1,85,825 |
| Current Service Cost | 6,24,367 | 6,31,788 |
| Benefits paid | (1,98,175) | NIL |
| Actuarial (gains)/losses on obligation | (2,55,553) | (5,03,951) |
| Closing Defined benefit obligation | 30,24,804 | 26,22,052 |

Changes in the fair value of plan assets are as follows:

| Particulars | As at March 31, 2015 (Rs.) | As at March 31, 2014 (Rs.) |
|--|----------------------------------|----------------------------------|
| Opening fair value of the plan asset | Nil | Nil |
| Expected return | Nil | Nil |
| Contribution by employer | 1,98,175 | Nil |
| Benefits paid | (1,98,175) | Nil |
| Actuarial gains/(losses) on obligation | Nil | Nil |
| Closing fair value of the plan asset | Nil | Nil |

The principle assumptions used in determining gratuity obligation for the company's plan are shown below

| Particulars | As at March 31, 2015 (Rs.) | As at March 31, 2014 (Rs.) |
|----------------------------------|----------------------------------|----------------------------------|
| Discount rate | 7.85% | 9.20% |
| Expected rate of salary increase | 4.00% | 4.00% |

37. The company had given Stock under Cancellable operating lease. The rental income under such operating lease during the year is Rs.90,26,977.
- 38.
- During the year, the company has not entered into any formal hedging policy to hedge its exposure in foreign currency and interest rate (if any). Hence, the outstanding derivative instruments as on March 31, 2015 is NIL (March 31, 2014 - NIL)

Notes forming part of the Financial statements

b. Unhedged foreign currency exposures:

- I. Foreign currency exposure that are not hedged by a derivative instruments or otherwise are as follows:

| Class of Goods | As at March 31, 015 | | As at March 31, 014 | |
|----------------------------|-----------------------------|-------------------|-----------------------------|-------------------|
| | Amount in Original Currency | Equivalent in Rs. | Amount in Original Currency | Equivalent in Rs. |
| Assets | | | | |
| i) Cash & cash equivalents | - | - | - | - |
| ii) Trade Receivables- | - | - | \$1,48,706 | 89,13,437 |
| | | | | |
| Liabilities | | | | |
| i) Bank Loan | - | - | - | - |
| ii) Trade payables | - | - | - | - |
| iii) Other Payables | - | - | - | - |
| iv) Accrued Expenses | - | - | - | - |
| v) Advance from Customers | - | - | - | - |

39. Contingent Liabilities

| Particulars | 2014-15 | 2013-14 |
|---|--------------------|--------------------|
| 1. Corporate guarantee given to related party for getting Additional credit facility from their vendor. | 1,00,00,000 | 1,00,00,000 |
| Total | 1,00,00,000 | 1,00,00,000 |

40. The Company is engaged in CCTV and Solar Photo voltaic modules Sales and related service activities, the turnover from Solar Photo Voltaic modes is not meeting the requirement criteria for reporting as a separate segment as per the guidelines provided in Accounting standard 17- Segment reporting, notified under Section 133 of the Companies Act, 2013. Hence the reporting requirement under AS 17 does not arise.

41. Previous year's figures are regrouped and rearranged wherever necessary for comparison purposes.

For Brahmaya & Co.,
Chartered Accountants
Firm registration number: 000515S

G.Srinivas
Partner
Membership No.: 086761
Place: Bengaluru
Date: 29th May, 2015

For and on behalf of the Board of Directors
Thakral Services (India) Limited

R.C.Bhavuk
Managing Director

Pooja Jain
Company Secretary

K.S.Bawa
Director

S. Gopalakrishnan
Chief Financial Officer

ATTENDANCE SLIP

| |
|---|
| <p style="text-align: center;">THAKRAL SERVICES (INDIA) LIMITED CIN: L70101KA1983PLC005140 REGISTERED OFFICE : 8TH FLOOR, 'THE ESTATE', 121, DICKENSON ROAD, BENGALURU - 560 042 Ph:080-25593891/25593892 E-mail: tsil@thakral-india.co.in</p> |
|---|

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

| |
|--|
| Name of the attending Members(s) : |
| Folio/DP ID-client No. : |
| No. of shares held : |

I hereby record my presence at the **32nd ANNUAL GENERAL MEETING** of the Company held on Wednesday, the 30th September, 2015 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).

| |
|---------------------------------|
| NAME OF PROXY IN BLOCK LETTERS: |
|---------------------------------|

| |
|--------------------------------------|
| SIGNATURE OF THE SHAREHOLDER/PROXY*: |
|--------------------------------------|

*Strike out whichever is not applicable.

**FORM NO.MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

THAKRAL SERVICES (INDIA) LIMITED
CIN: L70101KA1983PLC005140
REGISTERED OFFICE : 8TH FLOOR, 'THE ESTATE', 121,
DICKENSON ROAD, BENGALURU - 560 042
Ph:080-25593891/25593892 E-mail: tsil@thakral-india.co.in

| |
|-----------------------------|
| Name of the Member(s) : |
| Registered Address : |
| E-mail ID : |
| Folio/DP ID-Client ID No. : |

I/we, being the member(s) of shares of the above named Company, hereby appoint:

- (1) Name.....Address.....
.....
E-mail ID.....Signature..... or failing him/her;
- 2) Name.....Address.....
.....
E-mail ID.....Signature..... or failing him/her;
- 3) Name.....Address.....
.....
E-mail ID.....Signature..... or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and my/or behalf on Wednesday, the 30th September, 2015 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) and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl.No. | Resolutions | Optional* | |
|--------|---|-----------|---------|
| | | For | Against |
| | ORDINARY BUSINESS | | |
| 1. | Adoption of the audited Balance Sheet as on 31.03.2015 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. | Appointment of Mr.Kanwaljeet Singh Bawa as a Director of the Company. | | |
| 3. | Appointment of Mr.Chennoth Divakara Prabhu Rajendran as a Director of the Company. | | |
| 4. | Appointment of Auditors and fixing their remuneration. | | |
| | SPECIAL BUSINESS | | |
| 5. | Appointment of Mrs.Prasanna Panicker, as a Director of the Company. | | |

Signed thisday of.....2015.

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

point a single person as Proxy and such person shall not act as Proxy for any other Member.

Affix Re 1 revenue stamp here

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) in above box before submission.
- *It is optional to put a "X" in the appropriate column against the Resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will entitle to vote in the manner as he/she thinks appropriate.
- In the case of a Corporation, the proxy form shall be either given under the Common Seal signed on its behalf by an Attorney or Officer of the Corporation.
- A person can act as Proxy on behalf of fifty (50) members and holding in the aggregate not more than 10% of the total Share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may ap

E-VOTING PERIOD

| STARTING DATE | STARTING TIME | ENDING DATE | ENDING TIME |
|---------------|---------------|-------------|-------------|
| 26-9-2015 | 9-00 A.M. | 29-9-2015 | 5-00 P.M. |

THAKRAL SERVICES (INDIA) LIMITED

**8th Floor, "The Estate", 121, Dickenson Road
Bengaluru - 560 042**

CIN: L70101KA1983PLC005140