



**THAKRAL**

TSIL/62266/2023

17.08.2023

The Secretary,  
**BSE Limited**,  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai - 400 001

Dear Sir,

**Sub: Intimation regarding Dispatch of Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit the Postal Ballot Notice ("Notice") along with the explanatory statement issued/sent to the Shareholders of the Company, for the following matters:

**Item No. 1**

Revision of the limits under Section 186 of the Companies Act, 2013 with respect to Board's power to make Investments, give Loans, Guarantees or provide Securities – Special Resolution

**Item No. 2**

Approval for sale of Security Equipment Business of the Company – Special Resolution

**Item No. 3**

Approval of Material Related Party Transactions with Thakral Innovations Private Limited– Special Resolution

In accordance with applicable laws and circulars issued by Ministry of Corporate Affairs, Securities Exchange Board of India, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Integrated Registry Management Services Private Limited ("RTA"), Depositories as on Friday, August 11, 2023 ("Cut-Off Date").

**THAKRAL SERVICES (INDIA) LIMITED**

1<sup>ST</sup> Floor, Shree Rajarajeshwari Arcade, No. 23/50/1A/514/2/1-1, Near Courtyard Marriot Hotel, Outer Ring Road  
Opp. Lumbini Garden, Veerannapalya Flyover, Bengaluru - 560 045, INDIA Voice : +91-80-25593891  
www.thakral-india.co.in C I N : L70101KA1983PLC005140



**THAKRAL**

This Notice is also available on the website of the Company i.e., [www.thakral-india.co.in](http://www.thakral-india.co.in) and on CDSL (agency for providing the Remote e-Voting facility and evoting system) i.e. [www.evotingindia.com](http://www.evotingindia.com)

The remote e-voting period shall commence from 9.00 a.m. (IST) on Saturday, August 19, 2023 and will end at 5 p.m. (IST) on Sunday, September 17, 2023. The results of the voting shall be declared on or before Tuesday, September 19, 2023.

We request you to take the above information on record.

Thanking you.

Yours faithfully,

For **Thakral Services (India) Limited**

*Nirmala*

**Nirmala Sridhar**

Managing Director

DIN: 07076059

Encl:

Postal Ballot Notice

**THAKRAL SERVICES (INDIA) LIMITED**

1<sup>ST</sup> Floor, Shree Rajarajeshwari Arcade, No. 23/50/1A/514/2/1-1, Near Courtyard Marriot Hotel, Outer Ring Road  
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[www.thakral-india.co.in](http://www.thakral-india.co.in) C I N : L70101KA1983PLC005140

**To,  
The Members,  
Thakral Services (India) Limited**

**NOTICE (“Postal Ballot Notice”)** is hereby given to the shareholders (“**Members**”) of Thakral Services (India) Limited (“**Company**”) pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**Act**”) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ‘**MCA Circulars**’), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) issued under Regulation 101 (“**SEBI Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, the special resolutions for special businesses appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means (“**remote e-voting**”).

#### **Item No. 1**

#### **Revision of the limits under Section 186 of the Companies Act, 2013 with respect to Board’s power to make Investments, give Loans, Guarantees or provide Securities**

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the Resolutions passed earlier in this regard and pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other consent(s), approval(s) and/or permission(s) as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) to:

- (a) give loans, advances, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other body corporate/s;
- (b) give any guarantee in connection with a loan made to any person or body corporate/s; and
- (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate/s, up to an aggregate sum of INR. 30,00,00,000 (Indian Rupees Thirty Crore only), including the loans, guarantees, securities and investments already made, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and

securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors (or a Committee thereof) be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit, (including the terms and conditions of such investments in securities / giving of loans / guarantees, as may be determined by the Board of Directors), from time to time, and the Board of Directors is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to the foregoing and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board of Directors in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

## **Item No. 2**

### **Approval for sale of Security Equipment Business of the Company**

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 180(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and in terms of Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended from time to time and subject to the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other consent(s), approval(s) and/or permission(s) as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) to sell or transfer or otherwise dispose of as a going concern by way of Business Transfer the undertaking namely, Existing Security Equipment Business unit together with all assets and liabilities including employee, contracts, licences, permits, rights obligations, consents and approvals relating to the said undertaking (“Business Undertaking”) to Thakral Innovations Private Limited (“Buyer”) having CIN: U72200KA2015PTC080949 for a consideration other than cash at a value of INR 6,73,21,000 (Indian Rupees Six Crores Seventy Three Lakhs Twenty One Thousand Only) which shall be paid by the Buyer by way of issuing equity shares of the Buyer, the value of which shall be equal to the said consideration, with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to finalize and execute all the required documents, agreements, deeds, conveyance and any other incidental documents with such modifications as may be required from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to execute any documents, agreements, deeds or writings as may be necessary to be executed in relation to the transfer and vesting of the Business Undertaking and to obtain approvals from any authorities if required in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts and deeds as may be necessary, proper, desirable to give effect to the said resolution, to settle any questions, difficulties or doubts that may arise in this regard and to transfer of the Business Undertaking as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the Company.”

**Item No. 3**

**Approval of Material Related Party Transactions with Thakral Innovations Private Limited**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (**‘Board’**) (which term shall be deemed to include any Committee thereof), for entering into Business Transfer Agreement with Thakral Innovations Private Limited, being a related party for transfer of undertaking, Security Equipment Business unit with all assets and liabilities including employee, contracts, licences, permits, rights obligations, consents and approvals relating to the said undertaking (Business Undertaking) for a consideration other than cash at a value of INR 6,73,21,000 (Indian Rupees Six Crores Seventy Three Lakhs Twenty One Thousand Only) which shall be paid by Thakral Innovations Private Limited by way of issuing equity shares of Thakral Innovations Private Limited the value of which shall be equal to the said consideration and the aggregate value of these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said arrangement/ transaction shall be carried out at an arm’s length basis based on the report issued by Registered Valuer.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

**By order of the Board of Directors**

**Thakral Services (India) Limited**

**SD/-**

**NIRMALA SRIDHAR**

**Managing Director**

**DIN: 07076059**

**Date: August 17, 2023**

**Place: Bengaluru**

## Notes:

1. The Explanatory Statement pursuant to Sections 102, 110 of the Companies, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors at the Board meeting held on August 14, 2023 appointed Mr. Somy Jacob, Practising Company Secretary (CP No 6728, FCS-6269) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e. August 11, 2023. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 10.
4. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with the services Central Depository Services (India) Limited (CDSL), for facilitating remote e-voting as the authorized e-Voting's agency to enable the Members to cast their votes electronically.
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on August 11, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars.
6. This Notice is also available on the Company's website i.e. [www.thakral-india.co.in](http://www.thakral-india.co.in) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility and evoting system) i.e. [www.evotingindia.com](http://www.evotingindia.com). A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The remote e-voting period will commence from 9.00 a.m. (IST) on Saturday, August 19 2023 and will end at 5 p.m. (IST) on Sunday, September 17, 2023. The remote e-voting module shall thereafter be disabled. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolution(s) passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be

deemed to have been passed on the last date of remote e-voting, i.e. Sunday, September 17, 2023.

8. All the documents referred to in the explanatory statement will be available for inspection at the Company's website at [www.thakral-india.co.in](http://www.thakral-india.co.in) and/or Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice through email and up to the last date of e-voting, i.e., Sunday, September 17, 2023 (Ending Period).
9. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process on or before the Ending Period. The remote e voting will be blocked by CDSL immediately after the expiry of the Ending Period and voting beyond the Ending Period will not be accepted.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the mail along with relevant proof to the Company's RTA, Integrated Registry Management Services Private Limited, No.30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560003 Email: [irg@integratedindia.in](mailto:irg@integratedindia.in). Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.  
Note: As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
11. On completion of the scrutiny of the Postal Ballot, the Scrutiniser will submit the report to the Company Secretary or Chief Financial Officer or Managing Director of the Company or any other authorised person within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutiniser's Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website [www.thakral-india.co.in](http://www.thakral-india.co.in) and on CDSL (agency for providing the Remote e-Voting facility and evoting system) i.e. [www.evotingindia.com](http://www.evotingindia.com). The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The instructions for Members for remote e-voting are provided separately at the end.

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of sixty per cent of the aggregate of the paid up capital and free reserves or hundred per cent of its free reserves, whichever is more, if Special Resolution is passed by the shareholders of the lending / investing company.

The Company in the course of its business proposes to invest in a private limited company named Thakral Innovations Private Limited (herein after referred to as Investee Company) wherein, the Company may hold shares, either directly or through its other subsidiaries. The investment will be by way of purchase of shares from the existing shareholders of Investee Company and also in the form of subscription to the equity shares to be issued by the Investee Company. As per the above quoted section 186 of the Companies Act, 2013, the approval of shareholders is required if the proposed investment exceeds the limits stated therein.

In the given situation the proposed investment exceeds the sixty per cent of the aggregate of the paid up capital and free reserves or hundred per cent of free reserves of the Company. It is, therefore, necessary to authorise the Board for such to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ body corporate(s) upto the limits as mentioned in the resolution, including the investments already made / loans given / guarantees given / securities provided for loans taken by subsidiaries/other bodies corporate. The proposed resolution is enabling in nature for any further loan / investment / guarantee / security, if any, made in or given to any person /subsidiaries/ bodies corporate as per the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said resolution except for their holdings in the shares of the Company and to the extent of their memberships and/ or directorships in the subsidiaries and associate companies.

The Directors recommend the Resolution at item no. 1 of the Notice for approval of the Members as a **Special Resolution**.

### **Item No. 2**

The Company is engaged in the business of sale, installation and maintenance of security devices. Over the years the revenue from the said business activities is reducing and the expenses in achieving the revenue are increasing. The Board of Directors are proposing to venture into new business arenas in order to be profitable. The rationale behind the said proposal is elaborated hereunder.

### **The object and commercial rationale for carrying sale of whole of the undertaking:**

The present line of business of the Company is sale of security equipment and maintenance, currently the said business is not sustainable in view of reduced margins and increase in number of local players in the market. With newer locally made plug and play CCTV cameras available, rather than procuring them from original equipment manufacturers (OEM) or authorized dealers, people are procuring the same directly from local manufacturers, from online shopping platforms or through offline stores.

In order to increase profits and bring value to the shareholders, the only option available to the Company is to diversify. Going forward, the Company plans on investing in newer ventures, to have a successful and profitable business model.

Similarly, sale of the security equipment business, which is loss making for the last 5 years is envisaged, as it is unlikely to generate profits in the near future. The intention of this proposal is to cut losses and move towards profitable ventures, so as to increase shareholder value.

In the view of the above proposal the existing undertaking, Security Equipment Business unit of the Company is proposed to be transferred to Thakral Innovations Private Limited by entering into Business Transfer Agreement. The Audit Committee had recommended the same to the Board of Directors for their consideration.

The Board of Directors had appointed Mr. Swaroop Kollupalli, Chartered Accountant & Registered Valuer having registration no RV.No.IBB1/RC/07/2020/13343 and having office at 12-284, Ramachandra Road, Kuppam – 517425 as Registered Valuer, to value the said business unit of the Company. The Registered Valuer has issued the valuation report dated August 1, 2023 and according to which the value of the said business unit will be INR 6,73,21,000 (Indian Rupees Six Crores Seventy Three Lakhs Twenty One Thousand Only) It is proposed to transfer the Security Equipment Business Unit together with all assets and liabilities including employee, contracts, licences, permits, rights obligations, consents and approvals relating to the said undertaking to Thakral Innovations Private Limited by entering into Business Transfer Agreement.

As informed in the explanatory statement for item No. 1, the Company is proposing to invest in the equity shares of Thakral Innovations Private Limited and thereafter transfer the said undertaking by entering into Business Transfer Agreement. The consideration for the said transaction shall be paid in the form of consideration other than cash by issue of equity share of Thakral Innovations Private Limited. Thakral Innovations Private Limited will be issuing equity shares to the company, the value of which shall be equal to the said consideration. With the allotment of further equity shares by Thakral Innovations Private Limited, the Company will become the holding company and shall have overall control over Thakral Innovations Private Limited. Post completion of this transaction upon approval of the members, the Company will venture into new business arenas as detailed above.

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the members by way of Special Resolution. As per explanation to section 180(1)(a) of the Companies Act, 2013, since the investment in the

Security Equipment Business unit exceeds twenty percent of the networth of the Company as per the previous financial year ended March 31, 2023, consent of the members would be required by way of a Special Resolution to sale and transfer the said business unit.

Also, in terms of Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, sale of undertaking requires prior approval of shareholders by way of special resolution. Accordingly, proposing the resolution as set out under Item No. 2 in the accompanying notice for the approval of the members by way of passing a special resolution.

None of the Directors/ Managers/ Key Managerial Personnel of the Company and their relatives is/ are, in any way, concerned or interested in the said resolution, except to the extent of common directorships, and also to the extent of their respective shareholdings, if any, in each of the companies, if any.

The Directors recommend the Resolution at item no. 2 of the Notice for approval of the Members as a **Special Resolution**.

### **Item No. 3**

As detailed in the explanatory statement on item no. 2, it is proposed to enter into Business Transfer Agreement with Thakral Innovations Private Limited, a related party.

Pursuant to provisions of Section 188 of the Companies, Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR)'], a transaction to be entered with related party which is in the nature of selling or otherwise disposing of or buying property of any kind, amounting to ten percent or more of net worth of the company requires prior approval by the shareholders by way of a special resolution. The transaction to enter into Business Transfer Agreement with Thakral Innovations Private Limited, related party requires prior approval by the shareholders by way of a special resolution.

Therefore, considering the nature of the transaction, the Board thought it fit to obtain the approval of the shareholders pursuant to section 188(1) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and as per the recommendation of the Audit Committee, the Board is, accordingly, proposing the resolution as set out under Item No. 3 in the accompanying notice for the approval of the members by way of passing a special resolution.

None of the Directors/ Managers/ Key Managerial Personnel of the Company and their relatives is/ are, in any way, concerned or interested in the said resolutions, except to the extent of common directorships, and also to the extent of their respective shareholdings, if any, in each of the companies, if any.

The following disclosure for sale of property to Related Party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rule, 2014.

Sl. No.	Particulars	Remarks
1.	The name of the related party and the nature of relationship	Thakral Innovations Private Limited, a promoter Group Company with common directors
2.	Name of the Director / KMP who is Related, if any, and nature of relationship	Mrs. Nirmala Sridhar – Director in both the companies Mr. Kanwaljeet Singh Bawa – Director in both the companies
3.	Nature, material terms, monetary value and particulars of the contract or arrangements	Business Transfer Agreement for consideration other than cash at a value of INR 6,73,21,000 (Indian Rupees Six Crores Seventy Three Lakhs Twenty One Thousand Only) The details of which forms part of explanatory statement herein above.
4.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of explanatory statement setting out the material facts pursuant to Section 102 and Section 110 of the Act which have been mentioned in the foregoing paragraph

The Directors recommend the Resolution at item no. 3 of the Notice for approval of the Members as a **Special Resolution**.

**By order of the Board of Directors**  
**Thakral Services (India) Limited**  
SD/-

**NIRMALA SRIDHAR**  
**Managing Director**  
**DIN: 07076059**  
**Date: August 17, 2023**  
**Place: Bengaluru**

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **19.08.2023 at 09:00 A.M. (IST) and ends on 17.09.2023 at 05.00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11.08.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <THAKRAL SERVICES (INDIA) LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [tsil@thakral-india.co.in](mailto:tsil@thakral-india.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.