



CS SOMY JACOB BSC FCS
CS JACOB. T. OOMMEN BSC FCS

Somy Jacob & Associates
Practising Company Secretaries

3/6-6, 3rd Floor, Sheik Ali Complex, 3rd Cross
Koramangala 2nd Block Bangalore- 560068 Karnataka.

REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9)
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,
Board of Directors
Thakral Services India Limited
1st Floor, Shree Rajarajeshwari Arcade,
No. 23/50/1A/514/2/1-1, Outer Ring Road,
Near Courtyard Marriot Hotel,
Opp. Lumbini Garden, Veerannapalya Flyover,
Bengaluru 560045 Karnataka-INDIA
Karnataka
CIN: L70101KA1983PLC005140

Dear Sir,

I, CS Somy Jacob Company Secretary in Practice Holding Membership No.F6269 and Certificate of Practice No. 6728, Partner of Somy Jacob And Associates, Practising Company Secretaries, 3rd Floor, Sheik Ali Complex, 3/6-6, 3rd Cross, Off Hosur Road, Koramangala 2nd Block, Bangalore 560068, appointed as Scrutinizer by the Board of Directors of Thakral Services India Limited (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated August 17, 2023 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated August 17, 2023, dispatched to the shareholders by prescribed modes on August 17, 2023 and the 'Advertisement' pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014



were published on August 18, 2023, and the voting commenced on 9.00 a.m. (IST) on Saturday, August 19 2023 and ended at 5 p.m. (IST) on Sunday, September 17, 2023.

The Postal Ballot Notice was sent by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. The Postal Ballot was accordingly initiated in compliance with the above MCA Circulars. In accordance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot forms and pre-paid business envelope not sent to the Members for the Postal Ballot. The Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The e-voting facility was provided by Central Depository Services (India) Limited (CDSL). The votes were unblocked at around 11:00 hours on September 19, 2023 and the e-voting summary statement was downloaded from e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).

2. The Equity Shareholders holding shares as on August 11, 2023, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot

3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of the Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>) are being handed over to the Chairman.

4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company's R&TA and the authorizations / Power of attorney etc lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting and no ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared.

For processing Postal Ballots, necessary technical support was provided by Integrated Registry Management Services Private Limited, No.30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560003 Email: irg@integratedindia.in, the Registrar & Share Transfer Agents of the Company.

5. The result of the voting is as under:



A) Resolution-1: Special Resolution

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.

i. Voted in favour of the resolution

Number of Members		Number of vote cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	10	1,01,49,505	
Total	10	1,01,49,505	100

ii. Voted against the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	1	50	
Total	1	50	0.00

iii. Invalid votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
0	0



B) Resolution-2: Special Resolution

Approval for sale of Security Equipment Business of the Company

i. Voted in favour of the resolution

Number of Members		Number of vote cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	00	00	
b) Voted by electronic mode	7	14,65,305	
Total	7	14,65,305	99.997

ii. Voted against the resolution:

Number of Members		Number of vote cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	0	0	
b) Voted by electronic mode	1	50	
Total	1	50	0.003

iii. Invalid votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
3	86,84,200



C) Resolution-3: Special Resolution

Approval of Material Related Party Transactions with Thakral Innovations Private Limited

i. Voted in favour of the resolution


Number of Members		Number of vote cast in favour of resolution	% of total number of valid votes cast
c) Voted by physical ballot	00	00	
d) Voted by electronic mode	7	14,65,305	
Total	7	14,65,305	99.997

ii. Voted against the resolution:

Number of Members		Number of vote cast in favour of resolution	% of total number of valid votes cast
c) Voted by physical ballot	0	0	
d) Voted by electronic mode	1	50	
Total	1	50	0.003

iii. Invalid votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
3	86,84,200



6. All the resolutions stand passed under Postal Ballot process as Special Resolutions with requisite majority as specified under the Companies Act 2013.
7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Somy Jacob
FCS 6269, CP No. 6728
Scrutinizer
UDIN: F006269E001036507

Place: Bangalore
Dated: September 19, 2023