

**THACKER AND COMPANY LIMITED**

**141<sup>ST</sup> ANNUAL GENERAL MEETING held on 25<sup>TH</sup> JULY, 2019**

**RESULTS OF VOTING**

In accordance with Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, as amended, the Company has conducted remote e-voting through authorized agency viz., Central Depository Services (India) Limited and poll at the Annual General Meeting and based on the consolidated report submitted by the Scrutinizer, Ms. Sarvari Shah, Parikh & Associates, Practicing Company Secretaries, I, Arunkumar Mahabirprasad Jatia, Chairman of the Meeting declare the resolution-wise results, as under:

1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2019	Passed as Ordinary Resolution.
2.	To appoint a Director in place of Mr. S. K. Bansal (DIN: 00031115), who retires by rotation and being eligible, offers himself for re-appointment	Passed as Ordinary Resolution.
3.	To approve and ratify the appointment of M/s. ADV & Associates, Chartered Accountants (Firm Registration No.128045W), as the Statutory Auditors of the Company for FY2019-20	Passed as Ordinary Resolution
4.	To appoint Mr. B. R. Nadkarni (DIN : 08178769 ) as an Independent Director of the Company	Passed as Ordinary Resolution
5.	To re-appoint Mr. B. K. Khaitan (DIN: 00117129) as an Independent Director for a second term	Passed as Special Resolution
6.	To re-appoint Mr. V. K. Beswal (DIN: 00120095) as an Independent Director for a second term	Passed as Special Resolution
7.	Consent to the subsisting contracts entered into/already entered into with Related Parties	Passed as Ordinary Resolution
8.	Approval for providing loans, guarantee to bodies corporate	Passed as Special Resolution

The Copy of the Scrutinizers' consolidated report for voting on resolutions placed in 141<sup>st</sup> Annual General Meeting is annexed.

Place : Mumbai  
Dated : 26<sup>th</sup> July, 2019

For Thacker And Company Limited

Arunkumar Mahabirprasad Jatia  
Chairman of the Annual General Meeting

To,  
The Chairman  
**THACKER AND COMPANY LIMITED**  
Bhogilal Hargovindas Building,  
Mezzanine Floor,  
18/20 K. Dubash Marg,  
Fort, Mumbai- 400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the 141<sup>st</sup> Annual General Meeting of Thacker and Company Limited held at 60, Jatia Chambers, Dr. V.B. Gandhi Marg, Fort, Mumbai - 400001 on Thursday, July 25, 2019 at 9:30 a.m.**

I, Sarvari Shah, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Thacker and Company Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 141<sup>st</sup> Annual General Meeting (AGM) of Thacker and Company Limited on Thursday, July 25, 2019 at 9:30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 25, 2019.

The Notice dated May 28, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Thursday, July 18, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, July 22, 2019 at 09:00 a.m. (IST) and ended on Wednesday, July 24, 2019 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through ballot paper at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 March, 2019, including the Audited Balance Sheet as at 31 March, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	5,95,784	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



## Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. S. K. Bansal (DIN: 00031115), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	5,95,784	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 3: Ordinary Resolution**

To approve and ratify the appointment of M/s. ADV & Associates, Chartered Accountants (Firm Registration No.128045W), as the Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	5,95,784	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 4: Ordinary Resolution**

To appoint Mr. B. R. Nadkarni (DIN : 08178769 ) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	5,95,784	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 5: Special Resolution**

To re-appoint Mr. B. K. Khaitan (DIN: 00117129) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	5,95,784	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL





**Resolution 6: Special Resolution**

**To re-appoint Mr. V. K. Beswal (DIN:00120095) as an Independent Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	5,95,784	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 7: Ordinary Resolution**

**Consent to the subsisting contracts entered into/already entered into with Related Parties.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	5,054	99.96

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.04

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 8: Special Resolution**

**Approval for providing loans, guarantee to Bodies Corporate.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	5,054	99.96

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.04

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,  
Yours faithfully,



**Sarvari Shah**  
**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 9697 CP No.: 11717  
111,11th Floor, SaiDwar CHS Ltd  
Sab TV Lane, Opp.LaxmiIndl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053



Place: Mumbai  
Dated: July 25, 2019