

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Shri Arun Kumar Jatia
THACKER AND COMPANY LIMITED

Dear Sir,

Ref: 138th Annual General Meeting of the Equity Shareholders of **Thacker And Company Limited**, held at 60, Jatia Chambers, Dr.V.B.Gandhi Marg, Fort, Mumbai - 400 001 at 11.30 A.M.

I, **Amit Kumar Jha**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the 138th Annual General Meeting of the Equity Shareholders of **Thacker And Company Limited** held on **29th September, 2016** at **11.30 A.M.** at **60, Jatia Chambers, Dr.V.B.Gandhi Marg, Fort, Mumbai - 400 001**, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. There was not a single poll paper found in the ballot box. ~~The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.~~
3. ~~The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.~~

OR

~~I/We did not find any poll papers invalid.~~

~~_____ *Not applicable if there is only one scrutinizer appointed.~~

4. The result of the Poll is as under:

(a) Resolution No. 1 - Adoption of Accounts and Reports of Directors and Auditors

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(ii) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) Resolution No. 2 - Appointment of Director retiring by rotation.

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(ii) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Resolution No. 3- Appointment of Auditor.

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(ii) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) Resolution No. 4-Consent to subsisting contracts already entered into/to be entered into with Related Parties

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(ii) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(e) Resolution No. 5-Determination of fees/charges to be charged/recovered from shareholders for service of documents in particular mode

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(ii) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N. A.

(iii) Invalid Votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL


5. ~~A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.~~

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you.

Place : Mumbai
Dated: 29th September, 2016

Yours faithfully,


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Name/s and Signature/s
of the Scrutinizer/s