

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
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Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
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To,  
The Chairman  
Thacker and Company Limited  
Bhogilal Hargovindas Building,  
Mezzanine Floor,  
18/20 Kaikhushroo Dubash Marg,  
Fort, Mumbai- 400001

Dear Sir,

**Sub: 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 Annual General Meeting of Thacker And Company Limited held on Thursday, August 16, 2018 at 9:30 a.m. at 60, Jatia Chambers, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001.**

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 140<sup>th</sup> Annual General Meeting (AGM) of Thacker And Company Limited held on Thursday, August 16, 2018 at 9:30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on, August 16, 2018.

The Notice dated May 22, 2018 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, August 09, 2018 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, August 13, 2018 at 9.00 a.m. (IST) and ended on Wednesday, August 15, 2018 at 5.00 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<sup>st</sup> March, 2018, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 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
13	5,95,849	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
3	6	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	2



**Resolution 2: Ordinary Resolution**

**To appoint a Director in place of Ms. Vrinda Jatia (DIN: 06725427), 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
6	5,119	99.88

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	6	0.12

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	2



**Resolution 3: Ordinary Resolution**

To appoint M/s. ADV & Associates, Chartered Accountants (Firm Registration No. 128045W) as Statutory Auditors of the Company and fix their remuneration.

(i) Voted in favour of the resolution:

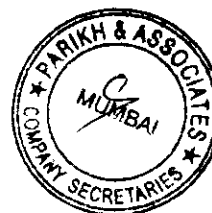
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	5,95,849	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	6	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	2



**Resolution 4: Ordinary Resolution**

**Consent to the subsisting contracts already entered into / to be entered 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
6	5,119	99.88

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	6	0.12

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	2



**Resolution 5: Special Resolution**

**Appointment of Mr. Raju R. Adhia as Manager of the Company for a period of three (3) years.**

(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
13	5,95,849	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
3	6	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	2



**Resolution 6: Special Resolution**

**Approval for Providing Loans to Bodies Corporates.**

(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
6	5,119	99.88

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	6	0.12

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	2

Thanking you,

Yours faithfully,

*Sarvari*



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

Place: Mumbai

Dated: August 16, 2018