

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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To,
The Chairman
THACKER AND COMPANY LIMITED
60, Jatia Chambers,
Dr. V. B. Gandhi 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 139th Annual General Meeting of Thacker and Company Limited held at 60, Jatia Chambers, Dr. V.B.Gandhi Marg, Fort, Mumbai -400 001 on Wednesday, August 16, 2017 at 11.30 a.m.

I, P. N. Parikh, 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 139th Annual General Meeting (AGM) of Thacker and Company Limited on Wednesday, August 16, 2017 at 11.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 16, 2017.

The notice dated May 23, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company 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 remote 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 10, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, August 13, 2017 at 09:00 a.m. (IST) and ended on Tuesday, August 15, 2017 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 voting 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 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 for the financial year ended 31st March, 2017, together with 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
10	6,51,237	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
NIL	N.A.



Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Arun Kumar Jatia (DIN: 01104256), 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
3	60,507	99.99

(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	0.01

(iii) Invalid votes:

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



Resolution 3: Ordinary Resolution

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
10	6,51,237	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
NIL	N.A.



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
3	60,507	99.99

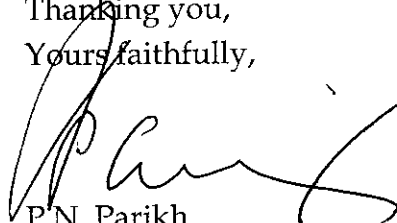
(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	6	0.01

(iii) **Invalid** votes:

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

Thanking you,
Yours faithfully,


P.N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

111,11th Floor, SaiDwar CHS Ltd

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Andheri West, Mumbai - 400053



Place: Mumbai

Dated: August 16, 2017