



22nd May, 2024

The Manager,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Ref: Scrip Code- 509945

Dear Sir/Madam,

Subject: Proceeding of Postal Ballot of the Company.

Pursuant to the Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we have enclosed the proceedings of Postal Ballot of the Company, for your information and record.

Thanking you,

Yours Faithfully,

For Thacker and Company Limited

Shefali Patel
Company Secretary and Compliance Officer
ICSI Membership No.: A36462

Encl.: As Above

PROCEEDINGS RELATING TO POSTAL BALLOT CONDUCTED, VOTING RESULT AND RESOLUTION PASSED BY THE MEMBERS OF THACKER AND COMPANY LIMITED ON WEDNESDAY, THE 22ND DAY OF MAY 2024.

The Board of Directors of the Company at their meeting held on 30th March, 2024, approved the proposal to conduct a Postal Ballot (Remote e-voting only) pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to seek approval of the Members for the following Special Resolutions:

- i. To consider and approve Appointment of Mr. Amit Shah (DIN: 00179393) as Non-Executive Independent Director of the Company.
- ii. To consider and approve Appointment of Mr. Ajay Dedhia (DIN: 01026077) as Non-Executive Independent Director of the Company.

The Board of Directors of the Company appointed Ms. Sarvari Shah (Membership No. FCS 9697 & Certificate of Practice No. 11717), Mumbai Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.

The summary of conduct of Postal Ballot is as under:

- a) The Notice of Postal Ballot containing instruction was sent on Monday, 22nd April, 2024 through National Securities Depository Limited ("NSDL") by way of electronic mode only (i.e. e-mail) to those Members whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, 19th April, 2024 ("Cut-off Date") and whose email addresses were registered with the Company/Depositories on the said date in compliance with the said MCA Circulars.

- b) The Public Notice of Postal Ballot and Remote E-voting Information was published in the newspapers i.e. Free Press Journal (Mumbai, Bhopal and Indore edition) and Navshakti (Mumbai edition) on Tuesday, 23rd April, 2024.
- c) The Company had engaged the services of National Securities Depository Limited for the purpose of providing e-voting facility to all its Members.
- d) The remote e-voting period commenced on Tuesday, the 23rd April, 2024 (9:00 a.m. IST) and concluded on Wednesday, the 22nd May, 2024 (5:00 p.m. IST).
- e) On the conclusion of the remote e-voting period, Ms. Sarvari Shah submitted her Scrutinizer's report thereon dated 22nd May, 2024 in the prescribed format to the Company.
- f) The Result of the Postal Ballot is declared on 22nd May, 2024 and intimated to Bombay Stock Exchange and uploaded on the website of the Company and NSDL.
- g) The resolutions set out in the Postal Ballot Notice dated 30th March, 2024 was passed with requisite majority.

The Special Resolutions approved by the Members along with Voting Result is as under:

Resolution 1: To consider and approve, Appointment of Mr. Amit Shah (DIN: 00179393) as "Non- Executive Independent Director" of the Company – SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Amit Shah (DIN: 00179393), who was appointed by the Board of Directors as an "Additional Director" in the capacity of Non-Executive Independent Director with effect from 30th March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as "Non-Executive Independent Director" of the Company for a period of 5 years with effect from 30th March, 2024 till 29th March, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary of the Company, be and are hereby, severally, authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

The voting result of Postal Ballot (remote e-voting only) is as under:

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
19	699224	98.38

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	11504	1.62

(iii) Abstain/Invalid votes:

Total number of members Abstain/Invalid	Total number of votes Abstain/Invalid
0	0

Resolution 2: To consider and approve, Appointment of Mr. Ajay Dedhia (DIN: 01026077), as “Non- Executive Independent Director” of the Company – SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Ajay Dedhia (DIN: 01026077), who was appointed by the Board of Directors as an “Additional Director” in the capacity of Non-Executive Independent Director with effect from 30th March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as “Non-Executive Independent Director” of the Company for a period of 5 years with effect from 30th March, 2024 till 29th March, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary of the Company, be and are hereby, severally, authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

The voting result of Postal Ballot (remote e-voting only) is as under:

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
18	699220	98.38

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	11508	1.62

(iii) Abstain/Invalid votes:

Total number of members Abstain/Invalid	Total number of votes Abstain/Invalid
0	0

Voting result were noted as above and it was recorded and declared that the Resolutions, as set out in the Notice of Postal Ballot dated 30th March, 2024, was duly passed on 22nd May, 2024 with requisite majority.

For Thacker and Company Limited

Shefali Patel
Company Secretary and Compliance Officer
ICSI Membership No.: A36462