



**Details of Voting Results at 136<sup>th</sup> Annual general Meeting  
held on 29<sup>th</sup> September, 2014**

[Pursuant to Clause 35A of the Listing Agreement]

**A. Details of Attendance at Annual General Meeting**

Particulars		Details
Date of AGM		29 <sup>th</sup> September, 2014
Total Number of Equity shareholders as on Book Closure		195
Number of Equity shareholders present in the meeting, either in person or through Proxy		
a.	Promoter and Promoter Group	8
b.	Public	1

Number of Equity shareholders attended the meeting through Video Conferencing		
a.	Promoter and Promoter Group	Nil
b.	Public	Nil

Details of Agenda	As detailed in 'B' below
Resolutions required	
Mode of Voting	
Voting Results	

**B. Details of e-Voting of all items proposed at Annual General Meeting**

**Item No. 1- Ordinary Resolution**

To receive consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2014 and the Reports of the Auditors and Directors thereon.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

### Item No. 2- Ordinary Resolution

To appoint a Director in place of Mr. Arun K. Jatia (DIN 01104256) who retires by rotation, and being eligible, offers himself for re-appointment.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

### Item No. 3- Ordinary Resolution

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

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

**Item No. 4- Ordinary Resolution**

Appointment of Statutory Auditors of the Company for a period of three years from the conclusion of this meeting till the conclusion of 139<sup>th</sup> Annual General Meeting subject to shareholders further ratification of appointment every year in general meeting at such remuneration and on such other terms as may be fixed by the Board of Directors of the company.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

**Item No. 5- Ordinary Resolution**

Appointment of Mr. B. K. Khaitan (DIN 00459514) as an Independent Director of the Company, not liable to retire by rotation for a period of five years i.e. up to 28<sup>th</sup> September, 2019.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public-Others	Total
No. of shares held as at cutoff date of 1 <sup>st</sup> August, 2014	130,09,342	6,500	49,84,158	180,00,000
Number of votes polled	130,09,342	0	0	130,09,342
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	130,09,342	0	0	130,09,342
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	72.27%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

### Item No. 6- Ordinary Resolution

Appointment of Mr. Vinod Kumar Beswal (DIN 00120095) as an Independent Director of the Company, not liable to retire by rotation for a period of five years i.e. up to 28<sup>th</sup> September, 2019.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

### Item No. 7- Ordinary Resolution

Appointment of Mr. Vidhan Mittal (DIN 02721758) as an Independent Director of the Company, not liable to retire by rotation for a period of five years i.e. up to 28<sup>th</sup> September, 2019.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

**Item No. 8- Ordinary Resolution**

To appoint a Director in place of Ms. Vrinda Jatia (DIN 06725427) who was appointed as additional director and holds office till the conclusion of this meeting.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

**Item No. 9- Ordinary Resolution**

To appoint a Director in place of Ms. Vasudha Jatia (DIN 06725426) who was appointed as additional director and holds office till the conclusion of this meeting.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

### Item No. 10-Special Resolution

Authorize the Board of Directors to borrow in excess of Paid up Capital and Free Reserves as per Section 180(1)(c) of the Companies Act, 2013.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%

### Item No. 11-Special Resolution

Authorize the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company u/s 180(1)(a) of the Companies Act, 2013.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%



### Item No. 12-Special Resolution

Authorize the Board of Directors to advance loan(s) or security in connection with loan/give guarantee/make investments in excess of sixty percent of its paid up capital, free reserves and security premium account or hundred percent of its free reserves and security premium account, whichever is higher u/s 186 of the Companies Act, 2013.

Category	Promoter & Promoter Group	Public-Institutional Shareholders	Public- Others	Total
No. of shares held as at cutoff date of 22 <sup>nd</sup> August, 2014	590,730	32,950	163,970	787,650
Number of votes polled	590,730	0	0	590,730
% of Votes polled on outstanding Equity Shares	100.00%	0.00%	0.00%	100.00%
Number of votes in favour	590,730	0	0	590,730
Number of votes against	0	0	0	0
% of votes in favour on Votes Polled	100.00%	0.00%	0.00%	75.00%
% of Votes against on votes polled	0.00%	0.00%	0.00%	0.00%



THACKER AND COMPANY LTD.,

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

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Thacker and Company Limited  
18/20 Kaikhushroo Dubash Marg,  
Fort,  
Mumbai- 400001

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the One Hundred and Thirty Sixth Annual General Meeting of the Company to be held on September 29, 2014.

The Notice dated August 05, 2014 convening Annual General Meeting (AGM) of the Company 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 to be passed at the said AGM of the Company to be held on September 29, 2014.

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

The shareholders of the company holding shares as on the "cut-off" date of August 22, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 12 in the Notice of the 136<sup>th</sup> AGM of Thacker and Company Limited.

The voting period commenced on Wednesday, September 24, 2014 at 09.30 a.m. and ended on Thursday, September 25, 2014 at 05:30 p.m. and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.





I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## II. Resolution No. 2 :-

Appointment of a Director in place of Mr. Arun K Jatia, (DIN No. 01104256), who retires by rotation and being eligible, offers himself for re-appointment.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## III. Resolution No. 3 :-

Appointment of a Director in place of Mr. Surendra Kumar Bansal, (DIN No. 00031115), who retires by rotation and being eligible, offers himself for re-appointment.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## IV. Resolution No. 4 :-

Appointment of M/s. Mittal & Associates, Chartered Accountant as Statutory Auditors of the Company for a period of three years from conclusion of this meeting till the conclusion of 139<sup>th</sup> Annual General Meeting and fixing of their remuneration.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## V. Resolution No. 5 :-

Appointment of Mr. Basant Kumar Khaitan (DIN 00459514) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 29, 2014 up to September 28, 2019.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## VI. Resolution No. 6 :-

Mr. Vinod Kumar Beswal (DIN 00120095) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 152, 161 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 29, 2014 up to September 28, 2019.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## VII. Resolution No. 7 :-

Mr. Vidhan Mittal (DIN 02721758) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from September 29, 2014 up to September 28, 2019.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## VIII. Resolution No. 8 :-

Ms. Vrinda Jatia, (DIN No. 06725427), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as Director of the company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL





## IX. Resolution No. 9 :-

Ms. Vasudha Jatia, (DIN No. 06725426), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as Director of the company.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## X. Resolution No. 10 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow for an amount not exceeding Rs.100 crores (Rupees One Hundred Crores).

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## XI. Resolution No. 11 :-

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to to lease/mortgage and/or charge the whole or substantially the whole of the undertaking(s), immovable and moveable properties of the Company, in respect of borrowings for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores).

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## XII. Resolution No. 12 :-

Authority to the Board to advance loan(s)/or security in connection with loan/give guarantees/make investments under Section 186 of the Companies Act, 2013 for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores).

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
10	5,90,730	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Director/ Authorised person for safe keeping.

Thanking you,

Yours faithfully,

P.N.Parikh  
 Parikh & Associates  
 Practising Company Secretary  
 FCS: 327 CP: 1228  
 Place: Mumbai  
 Dated: September 26, 2014

