

MINUTES OF ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT/E-VOTING BY THACKER AND COMPANY LIMITED ON THURSDAY, JUNE 12, 2014 AT BHOGILAL HARGOVINDAS BUILDING, MEZZANINE FLOOR, 18/20, K DUBHASH MARG, MUMBAI 400 001.

Background:

Pursuant to provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 under the Companies Act, 1956, the Company had issued the Postal Ballot Notice dated 30th April, 2014, to obtain the consent from the shareholders through postal ballot / e-voting for alteration of object clause in the Memorandum of association and sub division of equity shares from face value of Rs. 5/- each to Re. 1/- each.

In the Board Meeting held on 30th April, 2014, the Board of Directors had approved the following appointments.

Mr. P. N. Parikh and failing him Ms. Jigyasa N Ved of Parikh & Associates, Practicing Company Secretaries for conducting the postal ballot / e-voting process in a fair and transparent manner.

Mr. A. K. Jatia and Mr. S. K. Bansal, Directors of the company as persons responsible for the entire postal ballot / e-voting process.

The Company has appointed Central Depository Services (India) Limited to conduct voting through electronic mode.

The proposed resolutions together with explanatory statements pursuant to Section 102 of the Companies Act, 2013, postal ballot forms, e-voting user id's and passwords and the self addressed prepaid business reply envelopes were sent to the members and other concerned including Statutory Auditors and Stock Exchange.

Intimation about completion of dispatch of the postal ballot forms and the last date for receipt of reply from shareholders / completion of e-voting was intimated to members by way of publication of advertisement in news papers on 9th May, 2014.

Members were advised to carefully read the instructions before casting their votes and were also advised to complete the e-voting process / return the duly completed forms in the attached self address prepaid envelope, so as to reach the scrutinizer on or before the close of working hours (5.00 p.m) on 7th June, 2014.

After due scrutiny of all the postal ballot forms / e-voting received upto the close of the working hours on 7th June, 2014 (being the last date fixed for receipt of duly completed postal ballot forms) the scrutinizer submitted his report on 10th June, 2014.

The date of declaration of results of postal ballot / e-voting has been taken to be the date of passing of the resolutions.

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Mr. A. K. Jatia, Director announced the following results of the postal ballot/e-voting.

Description	Total valid votes	Votes cast in favour of the resolution	Votes case against the resolution	Result
1. Special Resolution for alteration in the Objects Clause of the Memorandum of Association of the company.	1,02,514	1,02,504	10	Special Resolution passed with requisite majority

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 , and the relevant provisions of the Companies Act, 1956 to the extent applicable, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approvals as may be necessary, Clause III being the Objects Clause of the Memorandum of Association of the Company be and is hereby amended and that the following sub-clauses be and are hereby inserted after Sub Clause 31 as Sub clauses 32 and 33 in Clause III – Objects Clause of the Memorandum of Association of the Company:

- (32) To carry on the business as trader, manufacturer, dealer, importer, exporter, stockists, service provider of all kinds, types of items of baking supplies, ingredients, decorative packing materials, tools, utensils, equipments, machinery, spares, components and to impart, spread, market knowledge, practices or any activity directly or indirectly connected with the baking business, and to appoint agents, franchises, agencies in relation to the manufacture and distribution of all products relating to baking business.
- (33) To carry in India or elsewhere the business to process., prepare, disinfect, fermentate, compound, mix, clean wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, collaborator, adatia, stockists, liasioner, middleman, export house, jobworker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, their by products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, fun foods, breakfast foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all the necessary steps, do all such acts, deeds, matters and things and to make, execute, apply, initial and sign, file all such applications, writings, documents, deeds, forms, as may be necessary on behalf of the Company for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT pursuant to the provision of the Companies Act, 2013, and the relevant provisions of the Companies Act, 1956 to the extent applicable, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded for commencing and carrying on of all or any of the activities as enumerated in the newly inserted sub-clauses 32 and 33 in the Object Clause III of the Memorandum of Association of the Company upon the said clauses becoming effective."

Since out of the total valid votes polled, 99.99% of the votes were casted in favour of the resolution, the above special resolution was declared to have been passed with requisite majority.

Description	Total valid votes	Votes cast in favour of the resolution	Votes cast against the resolution	Result
2. Ordinary Resolution to sub-divide the equity shares of the Company and to alter the capital clause of the Memorandum of Association of the company.	1,02,514	1,02,504	10	Ordinary Resolution passed with requisite majority

"RESOLVED THAT pursuant to the provisions of Section 13, 61 of Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the relevant provisions of the Companies Act, 1956 to the extent applicable including any statutory modification(s) or re-enactment thereof, for the time being in force ("the Act") and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions of the appropriate authorities as may be necessary, each equity share of the Company with present face value of Rs. 5/- (Rupees Five Only) in the Share Capital of the Company be and is hereby sub-divided into 5 (Five) equity shares of the face value of Re. 1/- (Rupee One Only) each.

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RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 5/- each both in electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date (to be decided by the Board of Directors) and the Company may, without requiring the surrender of the old share certificates, directly issue and dispatch the new share certificates of the company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders holding shares in demat form”.

RESOLVED FURTHER THAT the existing clause **V.** of the Memorandum of Association of the Company be and is hereby substituted with the following:

- V. “The Authorised Share Capital of the Company is Rs. 15,00,000/- (Rupees Fifteen Lacs Only) divided in to 15,00,000 (Fifteen Lacs) Equity Shares of Re. 1/- (Rupee One Only) each with power to increase, from time to time, or reduce its capital and to divide the shares in the capital for the time being into different classes and to attach thereto such preferential, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, subdivide, modify or put restrictions in such manner as may, for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

Since out of the total valid votes polled, 99.99% of the votes were casted in favour of the resolution, the above ordinary resolution was declared to have been passed with requisite majority.

Place: Mumbai
Dated: 9th July, 2014



Chairman