



23rd October, 2026

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

Ref: Scrip Code- 509945

Dear Sir/Madam,

Subject: Proceedings 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

Siddhi
Dilip Kul

Digitally signed by
Siddhi Dilip Kul
Date: 2026.10.23
17:13:15 +05'30'

Siddhi Kul
Company Secretary and Compliance Officer
ICSI Membership No.: A76672
Encl.: As Above

PROCEEDINGS RELATING TO POSTAL BALLOT CONDUCTED, VOTING RESULT AND RESOLUTION PASSED BY THE MEMBERS OF THACKER AND COMPANY LIMITED ON THURSDAY, THE 22ND DAY OF OCTOBER, 2026.

The Board of Directors of the Company at their meeting held on 13th August, 2026, 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, 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, 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 Resolutions:

Sr. No.	Brief Particulars of the Resolution	Type of Resolution
1.	Re-appointment of Mr. Raju R. Adhia as Manager of the Company.	Special Resolution
2.	Alteration of the Articles of Association of the Company.	Special Resolution
3.	Appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as Statutory Auditors of the Company.	Ordinary Resolution
4.	To consider and approve the Continuation and Modification of the existing Material Related Party Transaction relating to Inter-Corporate Deposit(s)/Loan(s) to Biodegradable Products India Limited ("BPIL" or the "BORROWER") and, in relation to the proposed mortgage, the "MORTGAGOR").	Ordinary Resolution

The Board of Directors of the Company has appointed Ms. Sarvari Shah (Membership No. FCS 9697 & Certificate of Practice No. 11717), failing her Ms. Urvashi Pandya (Membership No. FCS 11797 & Certificate of Practice No. 28101) of M/s. Parikh and Associates, 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 Tuesday, 22nd September, 2026, 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, 18th September, 2026 ("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 Wednesday, 23rd September, 2026.
 - 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 Wednesday, 23rd September, 2026 (9:00 a.m. IST) and concluded on Thursday, 22nd October, 2026 (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 23rd October, 2026 in the prescribed format to the Company.
 - f) The Result of the Postal Ballot is declared on 23rd October, 2026 and intimated to Bombay Stock Exchange and uploaded on the website of the Company and NSDL.
 - g) The resolution set out in the Postal Ballot Notice dated 13th August, 2026 was passed with requisite majority.

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

Resolution 1: Re-appointment of Mr. Raju R. Adhia as Manager of the Company. – SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Secretarial Standard on General Meetings (SS-2), and other applicable statutory provisions, rules, regulations, guidelines and circulars, as may be applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the Re-appointment of Mr. Raju R. Adhia as Manager of the Company for a further period of five (5) years with effect from the date on which this resolution is approved by the Members, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Postal Ballot Notice and as may be varied or modified by the Board of Directors from

time to time, subject to the applicable provisions of the Act, the rules made thereunder and other applicable laws and regulations.

RESOLVED FURTHER THAT pursuant to Section 196(3)(a) and other applicable provisions of the Act, consent of the Members be and is hereby accorded for the re-appointment of Mr. Raju R. Adhia as Manager of the Company, notwithstanding that he will attain the age of seventy years on 10th June, 2030 during the proposed tenure, on the terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, Mr. Raju R. Adhia shall be entitled to receive the remuneration specified in the Explanatory Statement, subject to the applicable provisions of the Act, Schedule V thereto and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Director(s)/ Key Managerial Personnel(s) be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and instruments as may be necessary, expedient or desirable for giving effect to this resolution, including making the necessary filings with the Registrar of Companies, stock exchange(s) and/or any other statutory or regulatory authority, as may be required.”

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
30	826859	98.6213

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	11559	1.3787

(iii) Abstain/Invalid votes:

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

Resolution 2: Alteration of the Articles of Association of the Company. – SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the applicable rules made thereunder, Section 68(2)(a) and other applicable provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, Secretarial Standard on General Meetings (SS-2), and other applicable statutory provisions, rules, regulations, guidelines and circulars, as amended from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be necessary regulatory or other authorities, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article 63A after the existing Article 63.

BUY-BACK OF SECURITIES

63A. Subject to the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India Act, 1992, the regulations framed by the Securities and Exchange Board of India, and any other applicable laws, regulations, rules, guidelines, circulars, directions or requirements, as amended, modified, supplemented, re-enacted or replaced from time to time, the Company may, from time to time, purchase its own shares or other specified securities by way of buy-back, out of its free reserves, the securities premium account, the proceeds of any issue of shares or other specified securities or from such other sources as may be permissible under applicable law, and through such mode or method, whether by way of tender offer, open market purchase, book-building process or otherwise, and upon such terms and conditions, subject to such limits, approvals and procedures, as may be prescribed or permitted under applicable law from time to time.

RESOLVED FURTHER THAT the Articles of Association of the Company be and are hereby altered accordingly and the aforesaid new Article be and is hereby incorporated as part of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Director(s)/ Key Managerial Personnel(s) be and are hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and instruments as may be necessary, expedient or desirable for giving effect to this resolution, including filing of necessary forms, returns and documents with the Registrar of Companies, stock exchange(s) and/or any other statutory or regulatory authority, as may be required.”

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
31	826864	98.6219

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	11554	1.3781

(iii) Abstain/Invalid votes:

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

Resolution 3: Appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as Statutory Auditors of the Company. – ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Audit and Auditors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.R. Agarwal & Awasthi, Chartered Accountants, to hold office from the date of this approval of the Members until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any Director(s)/Key Managerial Personnel authorised by the Board, be and is hereby authorised to determine and finalise the terms and conditions of appointment and remuneration of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), including reimbursement of out-of-pocket expenses

incurred in connection with the audit, in accordance with the applicable provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Director(s)/ Key Managerial Personnel(s) be and are hereby authorised to make the necessary disclosures and filings with the Registrar of Companies, the stock exchange(s) and other statutory, regulatory or governmental authorities, wherever required, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable 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
31	827192	98.6610

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	11226	1.3390

(iii) Abstain/Invalid votes:

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

Resolution 4: To consider and approve the continuation and modification of the existing Material Related Party Transaction relating to Inter-Corporate Deposit(s)/Loan(s) with Biodegradable Products India Limited (“BPIL” or the “Borrower” and, in relation to the proposed mortgage, the “Mortgagor”). – ORDINARY RESOLUTION:

“RESOLVED THAT further to and in continuation of the earlier resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Sections 2(76), 177 and 188 along with other applicable provisions of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulations 2(1)(zc) and 23 along with other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and the Related Party Transaction Policy of the Company, and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board to continue the existing revolving Inter-Corporate Deposit(s)/Loan(s) (“ICD(s)”) arrangement with Biodegradable Products India Limited (“BPIL” or the “Borrower” and, in relation to the proposed mortgage,

the “Mortgagor”), being a related party of the Company, for a period of five financial years commencing from FY 2026-27 and ending with FY 2030-31, and to modify the existing ICD arrangement by securing the Company’s ICD exposure through creation, execution and if required, registration of a joint mortgage in such form and manner as may be legally permissible, over the immovable property of BPIL ranking pari passu with other related party lenders/mortgagees, namely, AMJ Land Holdings Limited, 3P Land Holdings Limited, Chem Mach Private Limited and Suma Commercial Private Limited, provided that the aggregate principal amount outstanding under the ICD(s) extended by the Company to BPIL at any point of time shall not exceed Rs.20 Crores or such higher amount as may be approved by the Members of the Company and/or other approvals as may be applicable from time to time, in accordance with the prevailing law and each ICD so disbursed during the aforesaid period shall be repayable within 6 years from its respective date of disbursement, notwithstanding that such repayment/maturity may extend beyond FY 2030-31, and the interest thereon shall be paid annually within three months from the close of each financial year during the aforesaid period, together with all costs, charges, expenses and other amounts as may be due and payable by BPIL to the Company under the said ICD arrangement;

RESOLVED FURTHER THAT, consent of the Members of the Company, be and is hereby, accorded, to the Board of Directors to accept, in favour of itself along with the other related party lenders/Mortgagees on pari passu basis, a joint mortgage, in any form and manner, as may be legally permissible and as acceptable to respective Board of Directors of all the related party lenders/Mortgagees and the BPIL over the immovable property of the BPIL more particularly described in the explanatory statement annexed to the Notice (the “Mortgaged Property”), as security for the due repayment of the Inter-Company Loans and the performance of all obligations of the BPIL thereunder, and to negotiate, finalise and execute the Indenture and the other Transaction Documents in the form and manner contemplated therein.

RESOLVED FURTHER THAT the aforesaid joint mortgage, in such form and manner as may be legally permissible, shall secure on pari passu basis the Inter-Company Loans extended/to be extended collectively by the Company and the other related party lenders/Mortgagees to BPIL, together with all interest, costs, charges, expenses and other amounts as may be due and payable by BPIL to the respective related party lenders/Mortgagees in respect thereof, such that the aggregate amount of all obligations secured under the Mortgage Deed shall not exceed Rs.200 Crores;

RESOLVED FURTHER THAT any Director(s) and/or Key Managerial Personnel of the Company or any other person(s) authorised by the Board and/or Key Managerial Personnel, be and are hereby, severally, authorised, to negotiate, approve, finalise, vary, modify and execute all agreements, documents and writings, including to sign and execute the Mortgage Deed and other Transaction Documents and if required, to present and register the same with the appropriate Sub-Registrar of Assurances, and to determine such other terms and conditions as may be necessary or expedient in connection with the aforesaid Related Party Transaction, and to do all such acts, deeds, matters and things and to sign and execute all such documents, papers and writings as may be necessary, proper, expedient or incidental for giving 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
24	77842	87.3961

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	11226	12.6039

(iii) Abstain/Invalid votes:

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

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 13th August, 2026 were duly passed on 22nd October, 2026 with requisite majority.

For Thacker and Company Limited

Siddhi
Dilip Kul

Digitally signed
by Siddhi Dilip
Kul
Date: 2026.10.23
17:13:58 +05'30'

Siddhi Kul
Company Secretary and Compliance Officer
ICSI Membership No.: A76672