



Ref.: TCL/16-17/50

30<sup>th</sup> September, 2016

The Secretary,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir/Ma'am,

Ref: Scrip Code- 509945

Sub: Voting Results of the 138<sup>th</sup> Annual General Meeting of the Company

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith:

- the voting results for the business transacted at the 138<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2016 at 11.30.A.M. at 60, Jatia Chambers, Dr. V. B. Gandhi Marg, Mumbai - 400 001 (**Annexure I**) and
- the Scrutinizers' Consolidated Report thereon on the voting. (**Annexure II**)

Please take the same on record.

Thanking you,

Yours faithfully,

For THACKER AND COMPANY LIMITED

Priya Nair

Company Secretary

Encl: As above.

<b>Date of AGM/EGM</b>	29 <sup>th</sup> September, 2016
<b>Total number of shareholders on record date</b>	203
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	7
Public	1
<b>No. of shareholders attended the Meeting through Video Conferencing</b>	
Promoters and Promoter Group	NIL
Public	NIL

THACKER AND COMPANY LIMITED

Agenda-wise disclosures

**Item No.1:** To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/Special)		Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution ?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting		5,90,730	100%	5,90,730	-	100%	-	
	Poll		-	-	-	-	-	-	
Public – Institutions	Postal Ballot (if applicable)	5,90,730	-	-	-	-	-	-	
	Total	5,90,730	5,90,730	100%	5,90,730	-	100%	-	
Public – Non-Institutions	E-voting		-	-	-	-	-	-	
	Poll	32,950	-	-	-	-	-	-	
Public – Non-Institutions	Postal Ballot (if applicable)	1,63,970	-	-	-	-	-	-	
	Total	1,63,970	9,783	5.97%	9,783	-	100%	-	
<b>Total</b>		<b>7,87,650</b>	<b>6,00,513</b>	<b>76.24%</b>	<b>6,00,513</b>	<b>-</b>	<b>100%</b>	<b>-</b>	

THACKER AND COMPANY LIMITED

**Item No.2:** To appoint a Director in place of Mr. S.K. Bansal (DIN: 00031115), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)		Ordinary Resolution									
Whether promoter/promoter group are interested in the agenda/resolution ?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-voting		5,90,730	100%	5,90,730	-	100%	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	5,90,730	-	-	-	-	-	-			
Public – Institutions	Total	5,90,730	5,90,730	100%	5,90,730	-	100%	-			
	E-voting		-	-	-	-	-	-			
	Poll	32,950	-	-	-	-	-	-			
Public – Non-Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	32,950	-	-	-	-	-	-			
	E-voting		9,783	5.97%	9,783	-	100%	-			
Public – Non-Institutions	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	1,63,970	-	-	-	-	-	-			
	Total	1,63,970	9,783	5.97%	9,783	-	100%	-			
<b>Total</b>		<b>7,87,650</b>	<b>6,00,513</b>	<b>76.24%</b>	<b>6,00,513</b>	<b>-</b>	<b>100%</b>	<b>-</b>			

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Item No.3: Ratification of appointment of Statutory Auditors and fixing their remuneration.

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting		5,90,730	100%	5,90,730	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	5,90,730	-	-	-	-	-	-
	Total	5,90,730	5,90,730	100%	5,90,730	-	100%	-
Public – Institutions	E-voting		-	-	-	-	-	-
	Poll	32,950	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	32,950	-	-	-	-	-	-
Public – Non-Institutions	E-voting		9,783	5.97%	9,783	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	1,63,970	-	-	-	-	-	-
	Total	1,63,970	9,783	5.97%	9,783	-	100%	-
	<b>Total</b>	<b>7,87,650</b>	<b>6,00,513</b>	<b>76.24%</b>	<b>6,00,513</b>	<b>-</b>	<b>100%</b>	<b>-</b>

*Pradyumn*

THACKER AND COMPANY LIMITED

Item No.4: Consent to the subsisting contracts already entered into/to be entered into with Related Parties.

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	5,90,730	-	-	-	-	-	-
	Total	5,90,730	-	-	-	-	-	-
Public – Institutions	E-voting		-	-	-	-	-	-
	Poll	32,950	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	32,950	-	-	-	-	-	-
Public – Non-Institutions	E-voting		9,783	5.97%	9,783	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)	1,63,970	-	-	-	-	-	-
	Total	1,63,970	9,783	5.97%	9,783	-	100%	-
	<b>Total</b>	<b>7,87,650</b>	<b>9,783</b>	<b>1.24%</b>	<b>9,783</b>	<b>-</b>	<b>100%</b>	<b>-</b>

*Purjyot*

THACKER AND COMPANY LIMITED

Item No.5: Determination of fees/charges to be charged/recovered from shareholders for service of documents in particular mode.

Resolution required: (Ordinary/Special)		Ordinary Resolution									
Whether promoter/promoter group are interested in the agenda/resolution ?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-voting		5,90,730	100%	5,90,730	-	100%	-			
	Poll		-	-	-	-	-	-			
Public – Institutions	Postal Ballot (if applicable)	5,90,730	-	-	-	-	-	-			
	Total	5,90,730	5,90,730	100%	5,90,730	-	100%	-			
	E-voting		-	-	-	-	-	-			
Public – Non-Institutions	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	32,950	-	-	-	-	-	-			
	Total	32,950	-	-	-	-	-	-			
Public – Non-Institutions	E-voting		9,783	5.97%	9,783	-	100%	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	1,63,970	-	-	-	-	-	-			
Total	Total	1,63,970	9,783	5.97%	9,783	-	100%	-			
	Total	7,87,650	6,00,513	76.24%	6,00,513	-	100%	-			

*P. Singh*

**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 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 Annual General Meeting of Thacker And Company Limited held on Thursday, September 29, 2016 at 11:30 a.m.**

I, Sarvari Shah, 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 passed at the 138<sup>th</sup> Annual General Meeting (AGM) of Thacker And Company Limited held on Thursday, September 29, 2016 at 11:30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 29, 2016

The Notice dated May 28, 2016 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 passed at the AGM of the Company.

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

The Company had also provided voting facility 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 September 22, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.





The voting period for remote e-voting commenced on Monday, September 26, 2016 at 09:00 a.m. (IST) and ended on Wednesday, September 28, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

None of the shareholders cast their votes through ballots at the AGM. After the closure of the AGM, the votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and were counted.

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

I now submit my report as under on the result of the remote e-voting in respect of the said resolutions.

**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and 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	6,00,513	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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



**Resolution 2: Ordinary Resolution**

To appoint a Director in place of Mr. S.K. Bansal (DIN: 00031115), 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
10	6,00,513	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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



**Resolution 3: Ordinary Resolution**

To appoint M/s. Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W) as Statutory Auditors of the Company and fix their remuneration.

(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	6,00,513	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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



**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
2	9,783	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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



**Resolution 5: Ordinary Resolution**

**Determination of fees / charges to be charged / recovered from shareholders for service of documents in particular mode.**

(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	6,00,513	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

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

Thanking you,

Yours faithfully,




Sarvari Shah  
**Parikh & Associates**  
**Practising Company Secretaries**  
 ACS: 27572 CPNo.: 11717  
 111,11th Floor, Sai Dwar CHS Ltd  
 Sab TV Lane, Opp. Laxmi Indl. Estate,  
 Off Link Road, Above Shabari Restaurant,  
 Andheri West, Mumbai - 400053

Place: Mumbai

Dated: September 29, 2016