



6<sup>th</sup> June, 2017

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 First (FY2017-18) Extra-Ordinary General Meeting

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 First (FY2017-18) Extra-Ordinary General Meeting of the Company held on 5<sup>th</sup> June, 2017 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.

Registered Off.: Jatia Chambers, 60 Dr. V.B.Gandhi Marg, Mumbai-400001, India  
Tel: 91-22-3021 3333 Fax: +91-22-2265 8316,  
Web-Site : [www.thacker.co.in](http://www.thacker.co.in) , E-mail: [thacker@thacker.co.in](mailto:thacker@thacker.co.in)  
CIN No. : L21098MH1878PLC000033

Date of AGM/EGM	5 <sup>th</sup> June, 2017
Total number of shareholders on record date (i.e. 29 <sup>th</sup> May, 2017)	208
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	14
Promoters and Promoter Group	7
Public	7
<b>No. of shareholders attended the Meeting through Video Conferencing</b>	
Promoters and Promoter Group	NIL
Public	NIL



### Agenda-wise disclosures

**Item No.1:** Approval of the amendment of Articles of Association by incorporation of the following proviso after the existing Article 162 of the Articles of Association:

*'Provided that allotment or distribution of shares shall not be made to those Members who furnish to the Company an advance written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid-up pursuant to this Article 162 and accordingly the corresponding amount shall not be capitalized.'*

Resolution required			Special 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 3	4	5	6= [(4)/(2)]*100	7= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	590730	590730	100.00	590730	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any							
	<b>Total</b>		590730	590730	100.00	590730	0	100.0000
Public-Institutions	E-voting	32950	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any							
	<b>Total</b>		32950	0	0.00	0	0	0.0000
Public- Non Institutions	E-voting	163970	4	0.00	3	1	75.0000	25.0000
	Poll		42	0.03	42	0	100.0000	0.0000
	Postal ballot if any							
	<b>Total</b>		163970	46	0.03	45	1	97.8261
<b>Total</b>		<b>787650</b>	<b>590776</b>	<b>75.00</b>	<b>590775</b>	<b>1</b>	<b>99.9998</b>	<b>0.0002</b>



**Item No.2:** Approval for issuance of Bonus Shares in the proportion of 32 (Thirty Two) Fully Paid Equity Shares of the Face Value of ₹ 1 (Rupee One) each for every existing 21 (Twenty One) Fully Paid Equity Shares of ₹ 1 (Rupee One) each, to the Members of the Company, excluding Specified Group comprising of the Promoter and Promoter Controlled Entities;

Resolution required			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	590730	590730	100.00	590730	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any							
	<b>Total</b>		590730	590730	100.00	590730	0	100.0000
Public- Institutions	E-voting	32950	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal ballot if any							
	<b>Total</b>		32950	0	0.00	0	0	0.0000
Public- Non Institutions	E-voting	163970	4	0.00	3	1	75.0000	25.0000
	Poll		42	0.03	42	0	100.0000	0.0000
	Postal ballot if any							
	<b>Total</b>		163970	46	0.03	45	1	97.8261
<b>Total</b>		<b>787650</b>	<b>590776</b>	<b>75.00</b>	<b>590775</b>	<b>1</b>	<b>99.9998</b>	<b>0.0002</b>



**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,  
**THACKER AND COMPANY LIMITED**  
60, Jatia Chambers,  
Dr. V. B. Gandhi Marg, Fort,  
Mumbai- 400001

Dear Sir,

**Sub: Consolidated 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 Extra Ordinary General Meeting of Thacker and Company Limited held on Monday, June 05, 2017 at 11.30 a.m.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing 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 proposed at the Extra Ordinary General Meeting (EOGM) of Thacker and Company Limited held on Monday, June 05, 2017 at 11.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Extra Ordinary General Meeting held on Monday, June 05, 2017.

The notice dated May 06, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions passed at the Extra Ordinary General Meeting of the Company.



The image shows a handwritten signature in black ink, which appears to be 'P. N. Parikh'. To the right of the signature is a circular stamp. The stamp contains the text 'PARIKH & ASSOCIATES' at the top, 'MUMBAI' in the center, and 'COMPANY SECRETARIES' at the bottom. There are two small stars on either side of the word 'MUMBAI'.

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

The Company had also provided voting facility to the shareholders present at the Extra Ordinary General Meeting 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 Monday, May 29, 2017 were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary General Meeting.

The voting period for remote e-voting commenced on Friday, June 02, 2017 at 09:00 a.m. (IST) and ended on Sunday, June 04, 2017 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Extra Ordinary General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Extra Ordinary General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting through ballot paper at the EOGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and the voting conducted through physical ballots at the venue of the meeting on the resolutions contained in the notice of the EOGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through physical ballots at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the EOGM in respect of the said resolutions.



**Resolution 1: Special Resolution**

**Approval to amend Article 162 of the Articles of Association under section 14 of the Companies Act, 2013.**

(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
13	5,90,775	100.00(Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) Invalid votes:

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



**Resolution 2: Ordinary Resolution**

**Approval for Issue of Bonus Shares under Section 63 and other applicable provisions of the Companies Act, 2013.**

(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
13	5,90,775	100.00(Rounded-off)

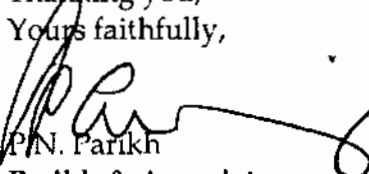
(ii) Voted against the resolution:


Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) Invalid votes:

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

Thanking you,  
Yours faithfully,

  
P.N. Parikh

  
**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 327 CP No.: 1228  
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: June 05, 2017