

Ref: TCL/98/2018-19

21<sup>st</sup> December, 2018

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

**Scrip Code: 509945**

Dear Sir/Ma'am,

Ref: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 ('SEBI LODR')

Sub: Order of Reserve Bank of India, cancelling Certificate of Registration of the Company, as a Non-Banking Financial Company, pursuant to the Company's application for the voluntary surrender of Certificate of Registration.


Please be informed that

- pursuant to the application made by the Company to Reserve Bank of India ('RBI'), the Company has received an Order dated 30<sup>th</sup> November, 2018 ('the Order'), from RBI, cancelling its Certificate of Registration as a Non-Banking Finance Company ('NBFC'), under Section 45-IA(6) of RBI Act, 1934. A Copy of the Order is enclosed, as **Annexure I**.

Please find enclosed the additional information, which is required to be disclosed, under Regulation 30 of SEBI LODR, as **Annexure II**.

Kindly acknowledge receipt of the same.

Thanking you,  
Yours faithfully,  
For THACKER AND COMPANY LIMITED,

  
Priya Nair  
Company Secretary



Encl:-As above.

**ANNEXURE II**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1.	Name of the licensing authority	Reserve Bank of India
2.	Brief details of the license cancelled.	The Certificate of Registration No. 13.00292 dated March 9, 1998, has been cancelled.
3.	Impact/Relevance of license to the listed entity	The Company can no longer carry on the business of a Non-Banking Financial Company.
4.	Reason for cancellation of license.	The said Order was received, pursuant to the Company's application for voluntary surrender of its Certificate of Registration as Non-Banking Finance Company.
5.	Estimated impact (monetary or otherwise) on listed entity	The income from NBFC business had been declining since last couple of years.  Further, the Company had completely stopped NBFC business, in August 2017, at the time for applying for the voluntary surrender of its Certificate of Registration.  Hence, there is no estimated impact (monetary or otherwise) of the Order, on the current business of the Company.
6.	Penalty, if any	There is no penalty prescribed under the Order.
7.	Period for which license was valid	The Certificate of Registration was valid from March 9, 1998 to November 30, 2018.







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गैरबैंपवि.मुक्षेका.कनिप्र सं ९५२/१३.२०.०१२/२०१८-१९  
**Speed Post**

१७ दिसम्बर २०१८

The Chairman  
Thacker & Co. Ltd.  
Jatia Chambers, 60  
Dr. V.B.Gandhi Marg  
**Mumbai- 400001**

महोदय/Dear Sir,

**भारिबैं अधिनियम १९३४, की धारा-४५ झक ( ६ )के तहत पंजीकरण  
प्रमाणपत्र को रद्द करना - ठाकर & कंपनी लिमिटेड  
Cancellation of Certificate of Registration under Section  
45-IA (6) of the RBI Act, 1934 - Thacker & Co. Ltd.**

<p>कृपया आपकी कंपनी द्वारा गैर बैंकिंग वित्तीय संस्था का कारोबार करने के लिए ८ जुलाई १९९७ को प्रस्तुत किया गया आवेदन देखें। तदनुसार, आपकी कंपनी ठाकर &amp; कंपनी लिमिटेड को पंजीकरण प्रमाणपत्र सं. १३.००२९२ दिनांक ९ मार्च १९९८ को जारी किया गया था। आपको, इसके द्वारा, सूचित किया जाता है कि भारतीय रिज़र्व बैंक अधिनियम, १९३४ की धारा ४५-झक (६) के द्वारा प्रदत्त अधिकारों का प्रयोग करते हुए भारतीय रिज़र्व बैंक द्वारा दिनांक ३० नवंबर २०१८ के संलग्न आदेश के अनुसार पंजीकरण प्रमाणपत्र सं. १३.००२९२ दिनांक ९ मार्च १९९८ को रद्द किया गया है। उल्लिखित को</p>	<p>Please refer to your application dated July 8, 1997 submitted by your company seeking Certificate of Registration to carry on the business of Non-Banking Financial Institution. Accordingly, Certificate of Registration No. 13.00292 dated March 9, 1998 was issued to your company Thacker &amp; Co. Ltd. You are, hereby, notified that in terms of the enclosed 'Order' dated November 30, 2018 passed by the Reserve Bank of India in exercise of its powers conferred under Section 45-IA (6) of the Reserve Bank of India Act, 1934 the said Certificate of</p>
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फोन Tel: (91-22) 23084121; फैक्स Fax: (91-22) 23022011 ई-मेल e-mail :  
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<p>ध्यान में रखते हुए, कृपया नोट करें कि आपकी कंपनी भारिबै अधिनियम, 1934 की धारा 45-झ का खंड [ए] में परिभाषित गैरबैंकिंग वित्तीय संस्था का कारोबार नहीं चला सकती हैं और इसमें चूक करने पर भारिबै अधिनियम, 1934, की धारा 58ख(4ए) के तहत दंडात्मक कार्रवाई को आकर्षित होगी।</p> <p>2. आपको निर्देशित किया जाता है कि आप अपने जमाकर्ताओं को सूचित करें, कोई हो तो, कि भारतीय रिज़र्व बैंक द्वारा पंजीकरण प्रमाणपत्र को रद्द किया गया है। जमाकर्ताओं को, कोई हो तो, उनकी जमा राशियों की चुकौती के संबंध में कार्ययोजना के संबंध में आपकी कंपनी की निविदा के अनुसार सूचित किया जाए। उल्लिखित हिदायतों का अनुपालन न करने पर भारिबै अधिनियम, 1934 के तहत दण्डात्मक कार्रवाई आकर्षित होगी।</p> <p>3. तथापि, आप यह नोट करें कि अभी भी आपकी कंपनी भारिबै अधिनियम, 1934 और भारिबै द्वारा समय समय पर जारी दिशानिदेश /सूचनाओं के संबंधित प्रावधानों से ऐसे अवधि तक विनियमित होती रहेगी कि जब तक</p>	<p>Registration No. 13.00292 dated March 9, 1998 stands cancelled. In view of this, please note that your company cannot transact the business of a Non-Banking Financial Institution as defined in Clause [a] of Section 45-I of the RBI Act, 1934 and failure to do so shall attract penal action under Section 58B(4A) of the RBI Act, 1934. Further you are advised to obtain registration from the Bank whenever the company meets the criteria of an NBFC or a CIC.</p> <p>2. You are directed to advise your depositors, if any, of cancellation of the Certificate of Registration by Reserve Bank of India. The depositors should also be advised of the plan of action for repayment of their deposits, if any, by your company as contracted. Non-compliance with the above instructions shall attract penal action under RBI Act, 1934.</p> <p>3. You should, however, note that your company still continues to be</p>
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आपकी कंपनी द्वारा धारण की गई जनता की पूरी जमा राशियां, कोई हो तो, ब्याज के साथ वापस नहीं की जाती हैं। तदनुसार, आपको जमा राशियां उनकी देय तारीख को वापस करना जारी रखना होगा, कोई हो तो, और पंजीकरण प्रमाणपत्र रद्द किए जाने की तारीख से तीन वर्ष के भीतर वित्तीय आस्तियों का निबटारा करना होगा और इसे कुल आस्तियों के 50% से कम लाना होगा। आपको निर्देश दिया जाता है कि आप एनबीएस-4 के फार्मेट में वार्षिक विवरण प्रस्तुत करें जिसमें जनता की जमा राशियों, कोई हो तो, की चुकौती और आपकी एनबीएफसी गतिविधियों की स्थिति के संबंध में जानकारी हो।

4. आपकी कंपनी ने इसके द्वारा, गैरबैंकिंग वित्तीय संस्था का कारोबार न करने के संबंध में निदेशक मंडल द्वारा विशिष्ट प्रस्ताव पारीत करना आवश्यक है और उसकी सत्यापित प्रति और सांविधिक लेखा परीक्षक का उसे प्रमाणित करने वाला प्रमाणपत्र हमारे रिकार्ड के लिए प्रस्तुत करें। किसी भी प्रावधानों के उल्लंघन के संबंध में, पूर्वोक्त, भारिबै अधिनियम 1934, के अध्याय V के दण्डात्मक

governed by the relevant provisions of the Reserve Bank of India Act, 1934 and various directions / instructions issued by RBI from time to time until such time the entire amount of public deposits, if any, held by your company is fully re-paid with interest. Accordingly, you should continue to repay the deposits, if any, on the due dates and dispose of the financial assets and bring it below 50% of the total assets within three years from the date of the cancellation of Certificate of Registration. You are also directed to submit yearly return in the form of NBS-4 furnishing therein the information on repayment of public deposits, if any, and other aspects of your NBFC activities.

4. Your company is, hereby, further required to pass a specific Board Resolution not to carry on the business of a Non-Banking Financial Institution and submit a certified copy thereof and a Statutory Auditors certificate to that effect for our record. Your attention is also drawn to the

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प्रावधानों की ओर आपका ध्यान आकर्षित किया जाता है। 5. कृपया प्राप्ति सूचना दिजिए।	penal provisions contained in Chapter V of the Reserve Bank of India Act, 1934 for violation of any provisions of the Act, <i>ibid</i> . 5. Please acknowledge receipt.
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भवदीय

क. व. सिन्हा  
(अजय कुमार सिन्हा)  
प्रभारी महाप्रबंधक

संलग्नक: यथोक्त

गैर बैंकिंग पर्यवेक्षण विभाग, भारतीय रिज़र्व बैंक, मुंबई क्षेत्रीय कार्यालय, मुंबई सेंट्रल रेलवे स्टेशन के सामने, भायखला, मुंबई- 400008. Department of Non Banking Supervision, Mumbai Regional Office, 3rd Floor, Reserve Bank of India, Opp. Mumbai Central Railway Station, Byculla, Mumbai 400008.  
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**Reserve Bank of India  
Department of Non-Banking Regulation  
Central Office, Mumbai**

Cancellation of Certificate of Registration to carry on  
the business of a Non-Banking Financial Company issued to

**Thacker & Co. Ltd.**

*In exercise of the powers conferred under  
Section 45 IA of the Reserve Bank of India Act, 1934  
the Reserve Bank of India passes the following*

**ORDER**

M/s Thacker & Co. Ltd. (the "company") (CIN L21098MH1878PLC000033) having its registered office at Jatia Chambers, 60 Dr. V.B. Gandhi Marg, Mumbai-400001 was incorporated on April 16, 1878. The company had submitted an application on July 08, 1997 to the Reserve Bank of India (the "Bank") for obtaining a Certificate of Registration (CoR) under the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (the "RBI Act") to carry on the business of a non-banking financial institution. The Bank issued CoR No.13.00292 dated March 09, 1998 to the company to carry on the business of non-deposit taking non-banking financial company (NBFC-ND) subject to compliance with the provisions of the RBI Act, Guidelines and Directions issued by the Bank from time to time and also the terms and conditions subject to which the CoR was issued.

2. In terms of sub-Section (6) of Section 45-IA of the RBI Act, the Bank is empowered to cancel a CoR granted to an NBFC under the said section, if such company –

- i) ceases to carry on the business of a Non-Banking Financial Institution (NBFI) in India; or
- ii) has failed to comply with any condition subject to which the CoR had been issued to it; or
- iii) at any time fails to fulfill any of the conditions referred to in clauses (a) to (g) of sub-Section (4) of Section 45-IA of the RBI Act; or
- iv) fails-
  - a) to comply with any direction issued by the Bank under the provisions of Chapter III-B of the RBI Act, or
  - b) to maintain accounts in accordance with the requirement of any law or any direction or order issued by the Bank under the provisions of Chapter III-B of the RBI Act, or
  - c) to submit or offer for inspection its books of account and other relevant documents when demanded by an inspecting authority of the Bank, or







v) has been prohibited from accepting deposit by an order made by the Bank under the provisions of Chapter III-B of the RBI Act and such order has been in force for a period of not less than three months.

3. The company vide letter dated October 05, 2017 informed that it was earning a sizable portion of its revenue from non-financial activities whereas the income from financial activities which was restricted mainly to the dividend and interest on loans and investments, was showing a declining trend. The company has also informed that it did not seem feasible to continue to hold the NBFC license and does not intend to carry on the NBFC activities in future. The company has submitted the following documents in support of its request for voluntary surrender of CoR:

- i. Original CoR No. 13.00292 dated March 09, 1998.
- ii. Audited balance sheet of the company for the financial years 2016-17 and 2017-18
- iii. Board resolution dated April 06, 2017 that the company has not accepted public deposits as on date and will not accept such deposits in future without the prior approval of the Reserve Bank of India;
- iv. Board Resolution dated August 11, 2017 that the company shall not undertake the principal business of NBFC in future without obtaining prior approval from the Reserve Bank of India;
- v. Statutory Auditor certificate dated October 04, 2017 that the company:
  - has not accepted any public deposits as on date;
  - has discontinued the business of NBFC with effect from August 11, 2017 and is not carrying on such activity as on date;

4. Considering all the relevant facts, developments and affairs of the company, the Bank is of the view that the company has ceased to be an NBFC. The company has surrendered the CoR on its own volition. Therefore, the CoR No. 13.00292 dated March 09, 1998 issued to M/s Thacker & Co. Ltd. is hereby cancelled in terms of sub-Section (6) of Section 45-IA of the of the RBI Act.

5. A copy of this Order may be communicated to the company.

Place: Mumbai  
Date: November 30, 2018

*Manoj Mishra*  
(Manoranjan Mishra)  
Chief General Manager

