

THACKER AND COMPANY LIMITED

NOTICE

Notice is hereby given that the One Hundred Fortieth Annual General Meeting ('AGM') of the Members of **THACKER AND COMPANY LIMITED** ('the Company') will be held on Thursday, the 16th day of August, 2018 at 9.30 A.M. (IST) at 60, Jatia Chambers, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018 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.
2. To appoint a Director in place of Ms. Vrinda Jatia (DIN: 06725427), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the ratification of the appointment of M/s. ADV & Associates, Chartered Accountants (Firm Registration No.128045W), as the Statutory Auditors of the Company to hold office from the conclusion of the 140th Annual General Meeting till the conclusion of 141st Annual General Meeting of the Company, be and is hereby approved by the Members of the Company, on such remuneration as may be fixed by the Board of Directors of the Company".

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to the undernoted subsisting contracts already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

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Sr.No.	Name of the Related Party	Nature of Transactions	Aggregate Amount	Duration of Agreement
1	Pudumjee Paper Products Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 2,500 Lakhs.Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand Continuous Arrangement
2	AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited)	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 2,500 Lakhs.Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand Continuous Arrangement
		Leave and License Agreement for 100 sq.mtrs located at ground floor of the premises situated at Jatia Chambers, 60, Dr.V.B.Gandhi Marg, Mumbai - 400 001 for business purpose.	₹ 10,800/- Per Month	16 th October, 2017 to 15 th October, 2020
3	3P Land Holdings Limited (Formerly known as Pudumjee Industries Limited)	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 2,500 Lakhs.Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand Continuous Arrangement
4	Fujisan Technologies Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹100 Lakhs. Rate of Interest:Upto 13.50% p.a. but not less than 10.00% p.a	Repayable on Demand Continuous Arrangement
		No-Objection to use premises of the Company as registered office address of Fujisan Technologies Limited	-	-
5	Arun Kumar Jatia	Arrangement/Agreement to accept loans	An amount remaining outstanding during any financial year not exceeding ₹ 500 Lakhs.Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Repayable on Demand Continuous Arrangement
6	Chem Mach Private Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 1500 Lakhs.Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Repayable on Demand Continuous Arrangement
		No-Objection to use premises of the Company as registered office address of Chem Mach Private Limited	-	-
7	Suma Commercial Private Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹100 Lakhs. Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Repayable on Demand Continuous Arrangement
		No-Objection to use premises of the Company as registered office address of Suma Commercial Private Limited	-	-
8	Pudumjee Plant Laboratories Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹100 Lakhs. Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Repayable on Demand Continuous Arrangement

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, deem necessary, and to execute all necessary documents".

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5. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), subject to the approval of the Central Government and such other consents and permission as may be necessary, the consent of the Company, be and is hereby accorded for the appointment of Mr. Raju R. Adhia as Manager of the Company for a period of three (3) years with effect from 1st September 2018 upto 31st August, 2021, at a monthly remuneration of Rs. 77,000 (in the scale of Rs. 65,000 p.m. – Rs. 85,000 p.m.) with bonus & ex-gratia, medical allowance, travel allowance and any other allowance and gratuity as per Company rules, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and / or remuneration, subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act including any statutory modification(s) or re-enactment thereof, for the time being in force.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid as minimum remuneration for such year subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorized to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. any private Company of which any such Director is a Director or member, any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, or by two or more such directors, together; or any body corporate, the Board of Directors, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, of any Director or Directors, of the lending company), provided that such loans are utilized by the borrowing company for its principal business activities and in particular to the following companies, in which one or more Director(s) may be deemed to be interested on the terms and conditions stated against their respective names:

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Sr.No.	Name of the Company	Amount not exceeding of ₹	Rate of Interest p.a.
1	Pudumjee Paper Products Limited	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.
2	AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited)	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.
3	3P Land Holdings Limited (Formerly known as Pudumjee Industries Limited)	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.
4	Chem Mach Private Limited	₹ 10 Crores	Upto 9.00% p.a. but not less than 7.00% p.a.
5	Suma Commercial Private Limited	₹ 10 Crores	Upto 9.00% p.a. but not less than 7.00% p.a.
6	Pudumjee Plant Laboratories Limited	₹ 20 Crores	Upto 9.00% p.a. but not less than 7.00% p.a.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to finalize, sanction and disburse the said loans, guarantee and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper and incidental for the purpose of giving effect to this Resolution.”

Notes:

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the meeting.
A person can act as a proxy on behalf of not exceeding 50 Members and holding in aggregate not more than 10% of the total share capital of the Company. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participant.
- 4) Pursuant to Rule 18 (1) of the Companies (Management and Administration) Rules 2014, the Company has to send the Notice, Annual Reports electronically on the email addresses as obtained by Company/Depositories/Registrar and Share Transfer Agents.

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Members who are holding shares of the Company in dematerialized form and have already registered their e-mail id, would be receiving the Notice of General Meeting, Annual report and other communication to Members by electronic mode.

The Members who hold shares in physical mode and have not got their e-mail id recorded or updated a fresh e-mail may request the Company to receive Notices of General Meeting, Annual Report and other communication to shareholders by electronic mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Company's Registrar and Share Transfer Agent, M/s. Satellite Corporate Services Pvt. Ltd. in case of shares held in physical form.

In case a Member does not wish to avail the service of documents through electronic mode, such Member may send a request for obtaining the Notice, Annual Report from the Company, in physical mode, to the Company at its registered office address or through company's e-mail at thacker@thacker.co.in and accordingly the Company will send the same, free of cost, upon receipt of such request from the member.

Members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are under Compulsory Demat System.

- 5) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Satellite Corporate Services Pvt. Ltd., Unit No.49, Building no.13AB, 2nd Floor, Samhita Commercial Co-operative Society Limited, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai 400 072.

Members are requested to write/intimate to Company's Registrar and Transfer Agents for the purpose of changes, in their registered addresses, profile details etc. for sending future communication(s).

- 6) Members/proxies are requested to bring their copies of annual reports to the meeting
- 7) All documents referred in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act 2013 will be available for inspection at the registered office of the Company during business hours on all working days up to the date of 140th Annual General Meeting of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company and also at the Meeting. The Statutory registers are available for inspection at the registered office of the Company.
- 8) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility for voting by electronic means and the business as specified in the Notice may be transacted through such voting.

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The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Ltd., appointed for the purpose by the Company as authorised agency. Remote e-voting is optional.

- 9) The facility for voting through ballot paper shall also be made available at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right of voting, at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the Meeting but shall not be entitled to cast their vote again.
- 10) The Register of Members and Share Transfer Books of the Company will be closed from Thursday, the 9th day of August, 2018 to Wednesday, the 16th day of August, 2018 (both days inclusive).
- 11) The voting rights of the Members shall be in proportion to their share of the paid up equity share capital of the Company as on Thursday, 9th August, 2018.
- 12) The cut-off date i.e. Thursday, 9th August, 2018 is the date as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 13) The detailed instructions for Remote E-Voting are as under:
 - (i) The voting period begins on Monday, 13th August, 2018 at 9.00 A.M. and ends on Wednesday, 15th August, 2018 at 5.00.p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 9th August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.

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- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as printed on ballot paper / attendance slip / notice) in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Thacker And Company Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Votingpage.
- (xviii) If a demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodian
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Board of Directors has appointed Mr. P. N. Parikh (FCS : 327, CP : 1228) and failing him, Ms. Sarvari Shah (ACS : 27572, CP : 11717) of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to Mr. A. K. Jatia, Director of the Company, who shall countersign the same.

The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.thacker.co.in and on the website of Central Depository Services (India) Limited and communicated to the Stock Exchange.

The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the Company at its Registered Office.

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Those shareholders who do not have access to e-voting facility may write to Registrar and Transfer Agents, Satellite Corporate Services Pvt. Ltd. or to the Company for ballot paper, which after filling up should reach to the Scrutinizer Mr. P. N. Parikh, Parikh & Associates, Practicing Company Secretaries 111, 11th Floor, Sai Dwar CHS Ltd., Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai 400 053, Practicing Company Secretaries on or before 12th August, 2018.

By Order of the Board of Directors
For Thacker And Company Limited

Priya Nair
Company Secretary

Place: Mumbai
Date: 22nd May, 2018

Registered Office : Bhogilal Hargovindas Building, Mezzanine Floor
18/20,K.Dubhash Marg, Mumbai-400001, India
Tel.: 91-22-30213333
Fax: +91-22-43553345,
Web-Site : www.thacker.co.in ,
E-mail: thacker@thacker.co.in
CIN : L21098MH1878PLC000033

Corporate Office : Jatia Chambers, 60 Dr. V. B. Gandhi Marg,
Mumbai - 400 001

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 and Secretarial Standard on General Meetings, with regard to the re-appointment of Ms. Vrinda Jatia (DIN: 06725427), following necessary disclosures are made for the information of the Members:

Name of the Director	Ms. Vrinda Jatia
DIN	06725427
Age	28 years
Education	Bachelor in Science.
Nature of Expertise in specific functional areas	Ms. Vrinda Jatia has experience in business administration and finance.
Names of other listed entities in which the Director also holds the directorship and membership of the Committees of the Board	Ms. Vrinda Jatia does not hold directorship in any other listed entity. Ms. Vrinda Jatia is a Member of the Stakeholders' Relationship Committee and the Audit Committee of the Company.
Shareholding	15000 (1.38%)
Inter-Se Relationship with Other Directors, Manager or Key Managerial Personnel	Ms. Vrinda Jatia is daughter of Mr. Arun Kumar Jatia, Director. Ms. Vrinda Jatia is part of Promoter group
Remuneration to be paid	NIL
Details of last remuneration drawn	Not applicable
Date of first appointment to the Board of Directors	31.10.2013
Number of Board Meetings of the Company, attended during FY2017-18 by Ms. Vrinda Jatia	5
Other Directorships, Membership/Chairmanship of Committees of Other Boards.	Ms. Vrinda Jatia is a Non-Executive Director of Chem Mach Private Limited. No other directorships or membership/chairmanship of Committees of other Boards is held by Ms. Vrinda Jatia.

Ms. Vrinda Jatia is not disqualified from being appointed in terms of Section 164 of the Companies Act, 2013.

Except Mr. Arun Kumar Jatia and Ms. Vrinda Jatia, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

Ms. Vrinda Jatia is part of the Promoter Group of the Company. Therefore, Members forming part of Promoter Group of the Company shall abstain from voting on the said Resolution.

The Board recommends the ordinary resolution set out in Item No.2 of the Notice for the approval of the Members.

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Item No. 4

The following agreements/arrangements already entered into and the transactions to be continued with related party/ies as specified in the proposed ordinary resolution are placed for your approval.

As mentioned in the resolution, all the arrangements/agreements are repayable on demand and on a continuous basis.

Sr.No.	Name of the Related Party	Nature of Transactions	Aggregate Amount	Interested Director
1	Pudumjee Paper Products Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 2,500 Lakhs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Common Directors are Mr. A. K. Jatia, Mr. S. K. Bansal, Mr. V. K. Beswal and Mr. B. K. Khaitan. Mr. A. K. Jatia along with his relatives holds more than 2% of the paid up capital of the Company.
2	AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited)	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 2,500 Lakhs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Common Directors are Mr. A. K. Jatia, Mr. S. K. Bansal and Mr. V. K. Beswal. Mr. A. K. Jatia along with his relatives holds more than 2% of the paid up capital of the Company.
		Leave and License Agreement for 100 sq.mtrs located at ground floor of the premises situated at Jatia Chambers, 60, Dr.V.B. Gandhi Marg, Mumbai – 400 001 for business purpose.	₹ 10,800 per month	
3	3P Land Holdings Limited (Formerly known as Pudumjee Industries Limited)	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 2,500 Lakhs. Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	No Common Director Ms. Vasudha Jatia, Director of 3P Land Holdings Limited is daughter of Mr A K Jatia. Mr A K Jatia along with his relatives holds more than 2% of the paid up capital of the Company.
4	Fujisan Technologies Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹100 Lakhs. Rate of Interest: Upto 13.50% p.a. but not less than 10.00% p.a.	Mr. S. K. Bansal is Common Director. -
		No-Objection to use premises of the Company as registered office address of Fujisan Technologies Limited	-	
5	Arun Kumar Jatia	Arrangement/Agreement to accept loans	An amount remaining outstanding during any financial year not exceeding ₹ 500 Lakhs. Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Mr Arun Kumar Jatia and Ms. Vrinda Jatia shall be deemed to be interested.
6	Chem Mach Private Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 1500 Lakhs. Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Mr A K Jatia and Ms. Vrinda Jatia are Common Directors. Mr A K Jatia through his relatives, holds more than 2% of the paid up capital of the Company.
		No-Objection to use premises of the Company as registered office address of Chem Mach Private Limited	-	
7	Suma Commercial Private Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 100 Lakhs. Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Mr A K Jatia is a Common Director. Mr A K Jatia holds more than 2% of the paid up capital of the Company
		No-Objection to use premises of the Company as registered office address of Suma Commercial Private Limited	-	
8	Pudumjee Plant Laboratories Limited	Arrangement/Agreement to provide/accept Inter-Corporate Deposits	An amount remaining outstanding during any financial year not exceeding ₹ 100 Lakhs. Rate of Interest: Upto 9.00% p.a. but not less than 7.00% p.a.	Mr A K Jatia and Mr. S K Bansal are a Common Director. Mr A K Jatia holds more than 2% of the paid up capital of the Company

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It may be noted that the related parties to the transaction shall abstain from voting on such resolutions.

Except as stated above, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The relevant documents will be available for inspection at the registered office of the Company during business hours on all working days up to the date of 140th Annual General Meeting of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company and also at the Meeting.

The Board recommends the ordinary resolution set out in Item No.4 of the Notice for the approval of the Members.

Item No. 5

The Board of Directors based on the recommendation of the Nomination and the Remuneration Committee, at its Meeting held on 22nd May, 2018, had appointed Mr. Raju R. Adhia as Manager of the Company for a further period of three (3) years with effect from 1st September 2018 upto 31st August, 2021, at a monthly remuneration of Rs. 77, 000 (in the scale of Rs. 65,000 p.m. – Rs. 85,000 p.m.) with bonus & ex-gratia, medical allowance, travel allowance and any other allowance and gratuity as per Company rules, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

In the event of any loss, absence or inadequacy of profits in any financial year during the tenure of the Manager, Mr. Raju R. Adhia shall be paid the afore-stated remuneration as minimum remuneration for such year subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

The Board had made the afore-stated appointment subject to the approval of the Members, the approval of the Central Government, if required and such other consents and permissions, as may be deemed necessary.

Mr. Raju R. Adhia, age 58 years, holds a Bachelor Degree in Commerce and has more than 25 years of experience in business administration and development. He had joined the Company as a Business Development Manager in August 2004 and last drawn annual remuneration was ₹ 10 lacs approximately. Mr. Raju R. Adhia does not hold any share or directorship in the Company. He is not related to any other Director or Key Managerial Personnel of the Company.

Mr. Raju R. Adhia presently holds directorship in Fujisan Technologies Limited and Dipper Healthcare Private Limited and does not hold chairmanship or membership in any Committee(s) of the said Companies.

In the opinion of the Board of Directors, Mr. Raju R Adhia fulfills the conditions specified in the Act and Rules prescribed thereunder for his appointment as Manager.

Mr. Raju R. Adhia is interested in the resolution set out at Item No.5 of the Notice.

Except as mentioned above, none of the Directors, other Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The relevant documents will be available for inspection at the registered office of the Company during business hours on all working days up to the date of 140th Annual General Meeting of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company and also at the Meeting.

The Board recommends the special resolution set out in Item No. 5 of the Notice for the approval of the Members.

Additional information in terms of Sub-clause (iv) of the proviso to Sub-paragraph (B) Section II of Part II of Schedule V of the Companies Act, 2013 has been annexed to the Notice.

THACKER AND COMPANY LIMITED

Item No. 6

As on date of this Notice, the Company is registered with Reserve Bank of India as a Non-Banking Financial Company ('NBFC'). However, during FY2017-18, the Company has completely stopped its NBFC activities and has voluntarily surrendered its Certificate of Registration with Reserve Bank of India ('RBI'). The Company is presently engaging with RBI, in this regard.

In view of the above, the Company can no longer be deemed to be eligible for exemption under Section 185 of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 & Rules prescribed thereunder ('the Act').

Further, in terms of newly amended Section 185 of the Act, the Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the approval of the Members of the Company vide a special resolution and provided that such loans are utilized by the borrowing company for its principal business activities.

Accordingly, it is proposed to seek the approval of the Members, to advance Inter-corporate Deposits/Loans

Sr. No.	Name of the Company	Amount not exceeding of ₹	Rate of interest p.a.	Interested Director
1	Pudumjee Paper Products Limited	₹ 20 Crores	Upto 11.25% Upto 11.25% p.a. but not less than 10.00% p.a.	Common Directors are Mr. A. K. Jatia, Mr. S. K. Bansal, Mr. V. K. Beswal and Mr. B. K. Khaitan. Mr. A. K. Jatia along with his relatives holds more than 2% of the paid up capital of the Company.
2	AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited)	₹ 20 Crores	Upto 11.25% Upto 11.25% p.a. but not less than 10.00% p.a.	Common Directors are Mr. A. K. Jatia, Mr. S. K. Bansal and Mr. V. K. Beswal. Mr. A. K. Jatia along with his relatives holds more than 2% of the paid up capital of the Company
3	3P Land Holdings Limited (Formerly known as Pudumjee Industries Limited)	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.	No Common Director. Ms. Vasudha Jatia, Director of 3P Land Holdings Limited is daughter of Mr A K Jatia. Mr A K Jatia along with his relatives holds more than 2% of the paid up capital of the Company.
4	Chem Mach Private Limited	₹ 10 Crores	Upto 9.00% p.a. but not less than 7.00% p.a.	Mr. A K Jatia and Ms. Vrinda Jatia are Common Directors. Mr A K Jatia through his relatives, holds more than 2% of the paid up capital of the Company.
5	Suma Commercial Private Limited	₹ 10 Crores	Upto 9.00% p.a. but not less than 7.00% p.a.	Mr A K Jatia is a Common Director. Mr A K Jatia holds more than 2% of the paid up capital of the Company
6	Pudumjee plant Laboratories Limited	₹ 10 Crores	Upto 9.00% p.a. but not less than 7.00% p.a.	Mr. A. K. Jatia, and Mr. S. K. Bansal are Common Directors. Mr. A. K. Jatia through his relatives holds more than 2% of the paid up capital of the Company

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Except as mentioned above, none of the Directors, other Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The relevant documents will be available for inspection at the registered office of the Company during business hours on all working days up to the date of 140th Annual General Meeting of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company and also at the Meeting.

The Board recommends the special resolution set out in Item No. 6 of the Notice for the approval of the Members.

By Order of the Board of Directors

For Thacker And Company Limited

Priya Nair
Company Secretary

Place: Mumbai

Date: 22nd May, 2018

Registered Office : Bhogilal Hargovindas Building, Mezzanine Floor,
18/20,K.Dubhash Marg, Mumbai-400001, India
Tel.: 91-22-30213333
Fax: +91-22-43553345,
Web-Site : www.thacker.co.in ,
E-mail: thacker@thacker.co.in

Corporate Office : Jatia Chambers, 60 Dr. V. B. Gandhi Marg,
Mumbai - 400 001

THACKER AND COMPANY LIMITED

Information pursuant to the requirements of paragraph (B) (iv) of Section II of Schedule V to the Companies Act, 2013 concerning remuneration payable to Mr. Raju R. Adhia, Manager, is furnished herein below:

I . General Information :		
Nature of Industry	Non - Banking Financial Company	
Date or expected date of commencement of commercial production	Not applicable	
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
Financial Performance based on given indicators (As on March 31, 2018)	Turnover	₹ 83,11,734
	Reserves	₹ 34,52,31,231
	Profit after tax	₹ 48,42,865
	EPS	₹ 4.45
Foreign investments or collaborators, if any	Not applicable	
II . Information about the Appointee:		
Name of the Appointee	Raju R. Adhia	
Background details	Mr. Raju R. Adhia, age 58 years, holds a Bachelor Degree in Commerce and has more than 25 years of experience in business administration and development. He had joined the Company as a Business Development Manager in August 2004.	
Past/ Existing Remuneration	₹ 69,600 per month. (Approximately)	
Recognition or Awards	NIL	
Job Profile and his suitability	As the Manager, Mr. Raju R. Adhia is responsible for overall day-to-day business administration and development of the Company under the supervision, control and guidance of the Board of Directors.	
Remuneration proposed	Rs. 77,000 p.m. (in the scale of Rs. 77,000 p.m. (in the scale of Rs. 65,000 p.m. – Rs. 85,000 p.m.) with bonus & ex-travel allowance and any other allowance and gratuity as per Company rules.	
Comparative remuneration profile with Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Whilst there exists no such comparison Whilst there exists no such comparison in terms of Company's size and nature of its operations, the remuneration proposed is in line with the remuneration of similar occupants in some of the Companies in the Industry & general trend in this regard	
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	1) Remuneration details of Mr. Raju R Adhia have been provided in the Explanatory Statement in the Notice. 2) Mr. Raju R. Adhia has no relationship with the managerial personnel.	
III. Other information :		
Reasons of loss or inadequate profits	Change in business structure of the Company	
Steps taken or proposed to be taken for improvement	Closure of un- profitable operations to improve the profitability of the Company.	
Expected increase in productivity and profits in measurable terms.	While the Company's profitability is expected to improve during coming years, the future profitability cannot be predicted accurately.	
IV. Disclosures:		
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc., of all the directors	No Director was paid any remuneration other than sitting fees during FY2017-18.	
Details of fixed component and performance linked incentives along with performance criteria	Not applicable	
Service contracts, notice period, severance fees	Not applicable	
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not applicable	