

THACKER AND COMPANY LIMITED

NOTICE

Notice is hereby given that the One Hundred Forty First Annual General Meeting ('AGM') of the Members of **THACKER AND COMPANY LIMITED** ('the Company') will be held on Thursday, the 25th day of July, 2019 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, 2019, including the Audited Balance Sheet as at 31st March, 2019 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 and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019 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, be and is hereby approved and adopted.”

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. S. K. Bansal (DIN : 00031115), who retires by rotation at this meeting and being eligible has offered himself, as Director, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. To approve and ratify the appointment of M/s. ADV & Associates, Chartered Accountants (Firm Registration No.128045W), as the Statutory Auditors of the Company for FY2019-20 and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

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“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 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 141st Annual General Meeting till the conclusion of 142nd Annual General Meeting of the Company, be and is hereby approved and ratified 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 appoint Mr. B. R. Nadkarni (DIN : 08178769) as an Independent Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules prescribed thereunder and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. B. R. Nadkarni (DIN: 08178769), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 20th October, 2018 and who holds office pursuant to the provisions of Section 161 of the Companies Act, 2013, upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, with effect from 25th July, 2019 to 24th July, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To re-appoint Mr. B. K. Khaitan (DIN: 00117129) as an Independent Director for a second term in terms of Section 149 of the Companies Act, 2013 and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and Section 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules prescribed thereunder and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. B. K. Khaitan (DIN : 00117129), who was appointed as Independent Director of the Company for a term upto September 28, 2019, by the Members at the 136th Annual General Meeting in terms of Section 149 of the Companies Act, 2013, be and is hereby

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re-appointed, for a second term commencing from September 29, 2019 to March 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Mr. V. K. Beswal (DIN:00120095) as an Independent Director for a second term in terms of Section 149 of the Companies Act, 2013 and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and Section 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules prescribed thereunder and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. V. K. Beswal (DIN: 00120095), who was appointed as Independent Director of the Company for a term upto September 28, 2019, by the Members at the 136th Annual General Meeting in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed for a second term commencing from September 29, 2019 to March 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider related party transactions 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 ₹ 2000 Lakhs. Rate of Interest : Upto 10.00% p.a. but not less than 9.00% 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 ₹ 2,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% 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 30th June, 2021.
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 ₹ 2,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% 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 ₹10.00% p.a. but not less than 9.00% 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.	
		No - Objection to use premises of the Company as registered office address of Suma Chemical 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

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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".

8. 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 Directors 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:

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

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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.

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.

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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 141st 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.

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.

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- 10) The Register of Members and Share Transfer Books of the Company will be closed from Friday, the 19th day of July, 2019 to Thursday, the 25th day of July, 2019(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, 18th July, 2019.
- 12) The cut-off date i.e. Thursday, 18th July, 2019 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, 22nd July, 2019 at 9.00 A.M. and ends on Wednesday, 24th July, 2019 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, 18th July, 2019 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 / Members
 - (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.
 - (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:

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(viii) 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 of 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.

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- (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.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- 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.

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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 - e - voting 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.

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 20th July, 2019.

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

Priya Nair
Company Secretary

Place: Mumbai

Date: 28th May, 2019

Registered Office: Bhogilal Hargovindas Building,
Mezzanine Floor, 18/20, K. Dubhash Marg,
Mumbai-400 001, 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 Mr. S. K. Bansal (DIN: 00031115), following necessary disclosures are made for the information of the Members:

Name of the Director	S.K. Bansal	
DIN	00031115	
Age	59 years	
Qualifications	Bachelor of Commerce, Chartered Accountant, Company Secretary	
Experience/ Nature of Expertise in specific functional areas	Mr. S.K. Bansal has over 36 years of wide and varied experience in finance, accounts, corporate laws and taxation matters.	
Terms and conditions of appointment	Appointed as Non-Executive Director	
Details of remuneration sought to be paid	Other than sitting fees for Board Meetings attended by Mr. S.K. Bansal, no other remuneration is paid to him	
Details of last remuneration drawn	NIL	
Remuneration to be paid	NIL	
Date of first appointment to the Board of Directors	10.01.1991	
Shareholding in the Company	NIL	
Relationship with other Directors, Manager and Other Key managerial Personnel	NIL	
No. of meetings of the Board attended during the year	5 (Five)	
Other Directorships, Membership /Chairmanships of Committees of other Boards	Mr. S.K. Bansal is a Director in following other companies	
	<ul style="list-style-type: none"> - AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited) - Pudumjee Plant Laboratories Limited - Pudumjee Investment and Finance Company Limited - Pudumjee Paper Products Limited - Fujisan Technologies Limited 	
	Name of the Company	Memberships in Committees of other Boards.
	AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited)	Stakeholders' Relationship Committee, Restructuring Committee, Investment and Borrowings Committee, Share Transfer Committee, Reorganization Committee.
Pudumjee Paper Products Limited	Stakeholders' Relationship Committee, Investment and Borrowings Committee, Share Transfer Committee, Corporate Social Responsibility Committee	

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Mr. S. K. Bansal is not disqualified from being appointed in terms of Section 164 of the Companies Act, 2013.

Except Mr. S. K. Bansal, 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 Board recommends the ordinary resolution set out in Item No.2 of the Notice for the approval of the Members.

Item No.3

Pursuant to the recommendation of the Audit Committee, the Board of Directors in their Meeting held on 28th May, 2019 have recommended the ratification of appointment M/s ADV & Associates for FY2019-2020.

Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure) requirements, 2015, following disclosures are provided herewith,

- a) Proposed fees payable to the statutory auditor for FY2019-20 - Rs. 1,25,000(plus taxes);
- b) Terms of re- appointment : Re-appointed for FY2019-20;
- c) Basis of recommendation for appointment and the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

The Members of the Company, had appointed M/s ADV & Associates, in the 139th Annual General Meeting ('AGM') of the Company held on 16th August, 2017, for a period of five years from the conclusion of the 139th AGM till the conclusion of 144th AGM, subject to ratification of the appointment by the Members at every subsequent AGM.

M/s ADV & Associates, Chartered Accountants, a partnership firm (Firm Registration No. 128045W) was constituted in the year 2007. The Firm has over ten years of experience in various kinds of audit including taxation, certification and other consultancy assignments.

Item No.4

The Board of Directors had appointed Mr.B.R.Nadkarni as an Additional Director on 20th October, 2018 under Article 101 of the Articles of Association of the Company. As per provisions of Section 161 of Companies Act, 2013 and the provisions of the said Article, he holds office only upto the conclusion of the ensuing Annual General Meeting.

A Notice proposing Mr.B.R. Nadkarni for appointment to the office of Director at the ensuing Annual General Meeting has been received by the Company, as required by Section 160 of the Companies Act, 2013.

The Nomination Committee has recommended the appointment of Mr. B. R. Nadkarni as Independent Director for the period of five years from 25th July, 2019 to 24th July, 2024.

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 Mr. B. R. Nadkarni (DIN: 08178769), following necessary disclosures are made for the information of the Members:

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Name of the Director	B.R.Nadkarni
DIN	08178769
Age	51 years
Qualifications	Chartered Accountant
Experience/ Nature of Expertise in specific functional areas	Finance, Accounts.
Terms and conditions of appointment	Appointed as Non-Executive Independent Director for five years from 25 th July, 2019 to 24th July, 2024.
Details of remuneration sought to be paid	NIL
Details of last remuneration drawn	NIL
Remuneration to be paid	Other than sitting fees for Board Meetings attended by Mr. B.R.Nadkarni, no other remuneration is paid to him.
Date of first appointment to the Board of Directors	20.10.2018
Shareholding in the Company	NIL
Relationship with other Directors, Manager and Other Key managerial Personnel/Disclosures of Relationships between Directors inter-se	NIL
No. of meetings of the Board attended during the year	2 (Two)
Other Directorships, Membership /Chairmanships of Committees of other Boards	NIL
Justification for choosing appointee for appointment as Independent Director	Mr. B. R. Nadkarni, being a Chartered Accountant in practice, has vast experience in finance and accounts and his appointment as Director is deemed to be in the interest of the Company.
Performance Evaluation report of Director/Summary there of	Mr. B. R. Nadkarni has exercised his responsibilities in a bonafide manner in the interest of the Company and devoted sufficient time and attention for an informed and balanced decision making.

Except Mr. B. R. Nadkarni, 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 Board recommends the ordinary resolution set out in Item No.4 of the Notice for the approval of the Members.

Item No.5

In the Annual General Meeting held on 29th September, 2014, the Company had appointed Mr. B. K. Khaitan as Independent Director for a period of five years from 29th September, 2014 to 28th September, 2019.

Subject to the provisions of Section 149 of the Companies Act, 2013, it is now proposed to recommend to the Members, the re-appointment of Mr. B. K. Khaitan, as Independent Director of the Company, for a second term from 29th September, 2019 to 31st March, 2024.

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The Nomination Committee has recommended the appointment of Mr. B. K. Khaitan as Independent Director from 29th September, 2019 to 31st March, 2024.

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 Mr. B. K. Khaitan (DIN: 00117129), following necessary disclosures are made for the information of the Members:

Name of the Director	B.K. Khaitan	
DIN	00117129	
Age	65 years	
Qualifications	Mr. Basant Kumar Khaitan is a Bachelor of Commerce and a noted Industrialist	
Experience/ Nature of Expertise in specific functional areas	Mr. Basant Kumar Khaitan has 45 years of industrial management experience.	
Terms and conditions of appointment	Re-appointed as Non-Executive Independent Director for five years from 29 th September 2019 to 31 st March, 2024.	
Details of remuneration sought to be paid	NIL	
Details of last remuneration drawn	NIL	
Remuneration to be paid	Other than sitting fees for Board Meetings attended by Mr. B.K.Khaitan no other remuneration is paid to him.	
Date of first appointment to the Board of Directors	25.10.2006	
Shareholding in the Company	NIL	
Relationship with other Directors, Manager and Other Key managerial Personnel/Disclosures of Relationships between Directors inter-se	NIL	
No. of meetings of the Board attended during the year	3 (Three)	
Other Directorships, Membership /Chairmanships of Committees of other Boards	Name of the Company	Memberships in Committees of other Boards.
	Pudumjee Paper Products Limited	Corporate Social Responsibility Committee - Member
	Yash Papers Limited	Audit Committee - Member and Strategic Committee - Chairman
Justification for choosing appointee for appointment as Independent Director	Mr. B. K. Khaitan has vast experience in the Paper industry and has excellent working knowledge of the industry in general. His re-appointment as Director is deemed to be in the interest of the company.	
Performance Evaluation report of Director/Summary thereof	Mr. B. K. Khaitan has exercised his responsibilities in a bona fide manner in the interest of the Company and devoted sufficient time and attention for an informed and balanced decision making.	

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Except Mr. B. K. Khaitan, 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 Board recommends the Special Resolution set out in Item No.5 of the Notice for the approval of the Members.

Item No.6

In the Annual General Meeting held on 29th September, 2014, the Company had appointed Mr. V. K. Beswal as Independent Director for a period of five years from 29th September, 2014 to 28th September, 2019.

Subject to the provisions of Section 149 of the Companies Act, 2013, it is now proposed to recommend to the Members, the appointment of Mr. V. K. Beswal, as Independent Director of the Company, for a second term, from 29th September, 2019 to 31st March, 2024.

The Nomination Committee has recommended the appointment of Mr. V. K. Beswal as Independent Director from 29th September, 2019 to 31st March, 2024.

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 Mr. V.K.Beswal (DIN: 00120095), following necessary disclosures are made for the information of the Members:

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Name of the Director	V.K. Beswal	
DIN	00120095	
Age	64 years	
Qualifications	Mr. V.K. Beswal is a Bachelor of Commerce and a Practicing Chartered Accountant	
Experience/ Nature of Expertise in specific functional areas	Mr. V. K. Beswal has a vast and varied experience in Tax and Financial Matters	
Terms and conditions of appointment	Re-appointed as Non-Executive Independent Director from 29 th September 2019 to 31 st March, 2024.	
Details of remuneration sought to be paid	NIL	
Details of last remuneration drawn	NIL	
Remuneration to be paid	Other than sitting fees for Board Meetings attended by Mr.V.K. Beswal no other remuneration is paid to him.	
Date of first appointment to the Board of Directors	31.10.2013	
Shareholding in the Company	NIL	
Relationship with other Directors, Manager and Other Key managerial Personnel/Disclosures of Relationships between Directors inter-se	NIL	
No. of meetings of the Board attended during the year	5 (Five)	
Other Directorships, Membership /Chairmanships of Committees of other Boards	Name of the Company	Memberships in Committees of other Boards.
	AMJ Land Holdings Limited (Formerly known as Pudumjee Pulp & Paper Mills Limited)	1. Audit Committee - Chairman 2. Re-Organization Committee - Chairman 3. Restructuring Committee - Member 4. Nomination and Remuneration Committee - Member 5. Corporate Social Responsibility - Member
	Pudumjee Paper Products Limited	1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Chairman 3. Corporate Social Responsibility - Member
	Foods and Inn Limited	1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Member 3. Stakeholder's Relationship - Member
Justification for choosing appointee for appointment as Independent Director	Mr. V K Beswal has vast experience in Finance and Accounts. His re- appointment as Director is deemed to be in the interest of the Company.	
Performance Evaluation report of Director/Summary thereof	Mr. V K Beswal has exercised his responsibilities in a bonafide manner in the interest of the Company and devoted	

Except Mr. V.K.Beswal, 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 Board recommends the Special Resolution set out in Item No.6 of the Notice for the approval of the Members.

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Item No.7

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 ₹ 2,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% 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 ₹ 2,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% 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 ₹ 2,000 Lakhs. Rate of Interest: Upto 10.00% p.a. but not less than 9.00% 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 10.00% p.a. but not less than 9.00% 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 141st 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.7 of the Notice for the approval of the Members.

Item No. 8

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/Guarantees, to following companies, for meeting their day-to-day working capital requirements, as and when necessary and if so deemed fit, by the Board of Directors of the Company.

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 10.00% p.a. but not less than 9.00% 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 10.00% p.a. but not less than 9.00% 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 10.00% p.a. but not less than 9.00% 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 141st 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. 8 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: 28th May, 2019

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Web-Site : www.thacker.co.in ,
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Corporate Office: Jatia Chambers, 60, Dr. V.B. Gandhi Marg, Mumbai-400 001