



THACKER AND COMPANY LIMITED

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Mumbai-400001, India

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of Thacker and Company Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with National Securities Depository Limited (NSDL) and therefore, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the Members for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolutions along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1:

To consider and approve, Appointment of Mr. Amit Shah (DIN: 00179393), as “Non-Executive Independent Director” of the Company and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Amit Shah (DIN: 00179393), who was appointed by the Board of Directors as an “Additional Director” in the capacity of Non-Executive Independent Director with effect from 30th March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as “Non-Executive Independent Director” of the Company for a period of 5 years with effect from 30th March, 2024 till 29th March, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary of the Company, be and are hereby, severally, authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Item No. 2:

To consider and approve, Appointment of Mr. Ajay Dedhia (DIN: 01026077), as “Non-Executive Independent Director” of the Company and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Ajay Dedhia (DIN: 01026077), who was appointed by the Board of Directors as an “Additional Director” in the capacity of Non-Executive Independent Director with effect from 30th March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as “Non-Executive Independent Director” of the Company for a period of 5 years with effect from 30th March, 2024 till 29th March, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary of the Company, be and are hereby, severally, authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

Date: 30th March, 2024
Place: Mumbai

Shefali Patel
Company Secretary and Compliance officer
(ICSI Membership No.: A36462)

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts and reasons for the proposed resolutions is annexed hereto.
2. In Compliance with the aforesaid MCA Circulars, the Notice of Postal Ballot ("the Notice") containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 19th April, 2024 (hereinafter called as "Cut-off Date") and whose email addresses are registered with the Company/Depositories on the said date.
3. A copy of this Notice of Postal Ballot will also be available on the Company's website at www.thacker.co.in, and on the Website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the Website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com.
4. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible for Remote e-voting. A person who is not member on Cut-Off date should treat this notice for information purpose only.
5. Documents referred to in the Notice and the explanatory statement shall be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to thacker@thacker.co.in for the same.
6. The Board of Directors of the Company has appointed Ms. Sarvari Shah (Membership No. FCS 9697 & Certificate of Practice No. 11717), Mumbai, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.
7. In compliance with provisions of Sections 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matters included in this Notice. The Company has appointed National Securities Depository Limited (hereinafter called as "NSDL") for facilitating Remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The remote e-voting period commences from Tuesday, the 23rd April, 2024 (09:00 a.m. IST) to Wednesday, the 22nd May, 2024 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e., Friday, 19th April, 2024, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.
9. The Resolution, if passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Wednesday, the 22nd May, 2024 and as if it has been passed at a General Meeting of the Members.
10. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, Institutional Members / Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., authorising its representative to vote through remote e-voting. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to cs@parikhassociates.com, with a copy marked to evoting@nsdl.co.in.
11. Upon completion of the scrutiny of electronic votes, the Scrutinizer will submit her report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be announced on or before Thursday, 23rd May, 2024. The said results would be displayed at the Registered Office of the Company and on its website at www.thacker.co.in and on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com and simultaneously communicated to the BSE Limited.

12. As per Regulation 40 of the SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialised form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to convert their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.

13. The procedure for remote e-voting is as under:

Step 1 (A): Access to NSDL e-voting system in case of individual Shareholders holding shares in demat mode

Step 1 (B): Access to NSDL e-voting system in case of shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can

	<p>see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>
<p>Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.</p>	

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- a) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

b) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to thacker@thacker.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to thacker@thacker.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Date: 30th March, 2024
Place: Mumbai

Shefali Patel
Company Secretary and Compliance officer
(ICSI Membership No.: A36462)

ANNEXURE TO THE NOTICE

The following explanatory statement sets out all the material facts relating to Item of business as mentioned in Item No. 1 & 2 in the accompanying Notice dated 30th March, 2024.

Item No. 1:

The current Composition of Board of Directors of the Company comprises of total 6 Directors out of which 3 Directors are Non-Executive Independent Directors, and 3 Non-Executive Non-Independent Directors.

Further Mr. Vinod Kumar Beswal's second term as Non-Executive Independent Director of the Company would expire with effect from closing of business hours on 31st March, 2024.

Further the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') provides that, the top 2000 listed entities shall comprise of not less than 6 Directors on the Board of the Company and pursuant to the first proviso to Regulation 17(1E) of SEBI Listing Regulations if the vacancy in the Board is due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.

In view of above, as also to broad base the Board of the Company, the Board of Directors of the Company at their meeting held on 30th March, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Amit Shah (DIN: 00179393) as an "Additional Director" in the capacity of Non-Executive Independent Director of the Company for a period of 5 years with effect from 30th March, 2024 to 29th March, 2029, under Section 161 of the Companies Act, 2013 ('the Act'), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the Members of the Company.

Further, in terms of amendment in the SEBI Listing Regulations effective from 01st January, 2022, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Amit Shah has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Mr. Amit Shah has also confirmed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. In the opinion of the Board, Mr. Amit Shah fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and SEBI Listing Regulations, for appointment as a Non-Executive Independent Director and his independence of the management.

In terms of Section 160 of the Act, the Company has received a Notice in writing from a member proposing the candidature of Mr. Amit Shah.

The draft of terms and conditions of appointment of the Mr. Amit Shah, as a Non-Executive Independent Director shall be available for inspection by the Members in electronic form on the website of the Company at www.thacker.co.in.

Disclosure under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Brief Profile of Mr. Amit Shah is as under:

Mr. Amit Shah, 62 years, holds a Bachelor's degree in Commerce (B.Com) from Mumbai University. He possesses extensive experience in supplying and trading of cut and polished diamonds and currently serves as a partner of Dia Exports Corporation.

Except Mr. Amit Shah and his relative(s) none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution as set out in this Notice.

Item No. 2:

The current Composition of Board of Directors of the Company comprises of total 6 Directors out of which 3 Directors are Non-Executive Independent Directors, and 3 Non-Executive Non-Independent Directors.

Further Mr. Basant Kumar Khaitan's second term as Non-Executive Independent Director of the Company would expire with effect from closing of business hours on 31st March, 2024.

Further the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') provides that, the top 2000 listed entities shall comprise of not less than 6 Directors on the Board of the Company and pursuant to the first proviso to Regulation 17(1E) of SEBI Listing Regulations if the vacancy in the Board is due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.

In view of above, as also to broad base the Board of the Company, the Board of Directors of the Company at their meeting held on 30th March, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ajay Dedhia (DIN: 01026077) as an "Additional Director" in the capacity of Non-Executive Independent Director of the Company for a period of 5 years with effect from 30th March, 2024 to 29th March, 2029, under Section 161 of the Companies Act, 2013 ('the Act'), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the Members of the Company.

Further, in terms of amendment in the SEBI Listing Regulations effective from 01st January, 2022, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Ajay Dedhia has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Mr. Ajay Dedhia has also confirmed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. In the opinion of the Board, Mr. Ajay Dedhia fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and SEBI Listing Regulations, for appointment as a Non-Executive Independent Director and his independence of the management.

In terms of Section 160 of the Act, the Company has received a Notice in writing from a member proposing the candidature of Mr. Ajay Dedhia.

The draft of terms and conditions of appointment of the Mr. Ajay Dedhia., as a Non-Executive Independent Director shall be available for inspection by the Members in electronic form on the website of the Company at www.thacker.co.in.

Disclosure under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Brief Profile of Mr. Ajay Dedhia is as under:

Mr. Ajay Dedhia, 65 years, holds a Bachelor's degree in Commerce (B.Com), Bachelor of General Law (BGL) from Mumbai University and Diploma In Business Management. He possesses experience of more than 27 years in business.

Except Mr. Ajay Dedhia and his relative(s) none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution as set out in this Notice.

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

Date: 30th March, 2024
Place: Mumbai

Shefali Patel
Company Secretary and Compliance Officer
(ICSI Membership No.: A36462)

ANNEXURE TO NOTICE

The Statement of disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings, is as under:

Name of the Director	Mr. Amit Shah	Mr. Ajay Dedhia
DIN	00179393	01026077
Qualification	Bachelor of Commerce	Bachelor of Commerce, Bachelor of General Law, Diploma in Business Management
Brief Resume and Expertise in specific functional area of the Director	Mr. Amit Shah, 62 years, holds a Bachelor's degree in Commerce (B.Com) from Mumbai University. He possesses extensive experience in supplying and trading of cut and polished diamonds and currently serves as a partner of Dia Exports Corporation.	Mr. Ajay Dedhia, 65 years, holds a Bachelor's degree in Commerce (B.Com), Bachelor of General Law (BGL) from Mumbai University and Diploma In Business Management. He possesses experience of more than 27 years in business.
Date of appointment in the Current Designation	30 th March, 2024	30 th March, 2024
Shareholding in the Company	Nil	Nil
Directorships in other Companies	a. Listed Companies: NIL b. Unlisted Companies: NIL	a. Listed Companies: NIL b. Unlisted Companies: Amit Clearing and Logistic Private Limited
Memberships/Chairmanship of Committees of Other Companies	Nil	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the current financial year 2023-24	Nil	Nil
Details of remuneration last drawn from the Company during the financial year 2022-23	Nil	Nil