

30th September, 2014

Dear Shri B.K.Khaitan,

It is indeed a matter of privilege for us to have you on our Board as an Independent Director. We also sincerely appreciate the keen interest which you always take in the affairs of the Company and the guidance which you so readily provide.

The Companies Act, 2013 (Act) has now mandated that the Company should formalize the appointment through a letter of appointment setting forth therein certain particulars as mentioned therein. This letter therefore, refers to those particulars in fulfillment of that stipulation.

1. Though you may be fully aware of the provisions of the Companies Act, 2013 specially Section 149 and Schedule IV (copy enclosed) of the Act which talk about Independent Director, your attention is drawn to these provisions especially, the provisions contained in Section 149(6) of the Act.
2. The tenure as an Independent Director, in the initial case, is for a period of 5 years with effect from 29.09.2014 subject to other provisions of the Act.
3. The Agenda for all the Board Meetings would be sent to you sufficiently in advance and your active participation by way of frank and fair discussion and opinion on any matters contained therein or any other matter which in your opinion, is necessary concerning the affairs of the Company would be deeply appreciated. Such an involvement would go a long way in helping the Board to reach a judicious decision on the subject matter.
4. Needless to state that, you as an Independent Director are expected to discharge the fiduciary duties normally associated with such a position, especially concerning disclosure of your interest in any contract or arrangement with the Company in conformity with the law/listing agreement.



5. Any transaction or contract or arrangement which you feel would be in potential conflict with your independence or interest would be expected to be brought to the notice of the Board so that an informed decision by it would be taken after careful consideration of the pros and cons of the matter.
6. The Company as a customary practice, allows sitting fees @ Rs.1000/- per meeting of the Board and reimbursement of any expenditure incurred in connection with the travel to attend the Board Meeting to and from your place of residence.
7. A copy of Resolution passed by the Shareholders at their Annual General Meeting held on 29th September, 2014 is enclosed for your record.

We look forward to your active involvement in the Company's decision making process and valuable guidance towards a better and stronger Company.

Thanking you, we remain;

Yours faithfully,

On behalf of the Board,

A handwritten signature in black ink, appearing to be 'A. Chavan', is written over a horizontal line.

Chairman.

Encl : As above



CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 29, 2014

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Basant Kumar Khaitan (DIN 00459514), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September, 2014 upto 28th September 2019'.

For Thacker and Company Limited

Name: Arunkumar Mahabir Prasad Jaha
Designation: Director
DIN: 01104256
Add: 60, Jafia Chambers, Dr. V. B. Gandhi Marg
Mumbai-400001



30th September, 2014

Dear Shri Vidhan Mittal,

It is indeed a matter of privilege for us to have you on our Board as an Independent Director. We also sincerely appreciate the keen interest which you always take in the affairs of the Company and the guidance which you so readily provide.

The Companies Act, 2013 (Act) has now mandated that the Company should formalize the appointment through a letter of appointment setting forth therein certain particulars as mentioned therein. This letter therefore, refers to those particulars in fulfillment of that stipulation.

1. Though you may be fully aware of the provisions of the Companies Act, 2013 specially Section 149 and Schedule IV (copy enclosed) of the Act which talk about Independent Director, your attention is drawn to these provisions especially, the provisions contained in Section 149(6) of the Act.
2. The tenure as an Independent Director, in the initial case, is for a period of 5 years with effect from 29.09.2014 subject to other provisions of the Act.
3. The Agenda for all the Board Meetings would be sent to you sufficiently in advance and your active participation by way of frank and fair discussion and opinion on any matters contained therein or any other matter which in your opinion, is necessary concerning the affairs of the Company would be deeply appreciated. Such an involvement would go a long way in helping the Board to reach a judicious decision on the subject matter. A similar participation in the Committees on which you would be Member/Chairman would indeed be of immense help.

1. Audit Committee
2. Shareholders and Investors' Grievance Committee
3. Remuneration Committee

Registered Off.: BhogilathargovindasBuilding, Mezzanine Fl.18/20, K.Dubhash Marg, Mumbai-400001, India
Corporate Office: Jatia Chambers, 60 Dr. V.B.Gandhi 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 No. : L21098MH1878PLC000033



4. Needless to state that, you as an Independent Director are expected to discharge the fiduciary duties normally associated with such a position, especially concerning disclosure of your interest in any contract or arrangement with the Company in conformity with the law/listing agreement.
5. Any transaction or contract or arrangement which you feel would be in potential conflict with your independence or interest would be expected to be brought to the notice of the Board so that an informed decision by it would be taken after careful consideration of the pros and cons of the matter.
6. The Company as a customary practice, allows sitting fees @ Rs.1000/- per meeting of the Board and reimbursement of any expenditure incurred in connection with the travel to attend the Board Meeting to and from your place of residence.
7. A copy of Resolution passed by the Shareholders at their Annual General Meeting held on 29th September, 2014 is enclosed for your record.

We look forward to your active involvement in the Company's decision making process and valuable guidance towards a better and stronger Company.

Thanking you, we remain;

Yours faithfully,

On behalf of the Board,

A handwritten signature in black ink, appearing to be 'A. K. Sharma', is written over a horizontal line.

Chairman.

Encl : As above



CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 29, 2014

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under, read with Schedule IV to the Act, as amended from time to time Mr. Vidhan Mittal (DIN02721758), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September, 2014 upto 28th September, 2019".

For Thacker and Company Limited

A handwritten signature in black ink, appearing to read 'Arunkumar Mahabir Prasad Jatia', written over a horizontal line.

Name: Arunkumar Mahabir Prasad Jatia
Designation: Director
DIN: 01104256
Add: 60, Jatia Chambers, Dr. V. B. Gandhi Marg
Mumbai- 400001

30th September, 2014

Dear Shri Vinod Kumar Beswal,

It is indeed a matter of privilege for us to have you on our Board as an Independent Director. We also sincerely appreciate the keen interest which you always take in the affairs of the Company and the guidance which you so readily provide.

The Companies Act, 2013 (Act) has now mandated that the Company should formalize the appointment through a letter of appointment setting forth therein certain particulars as mentioned therein. This letter therefore, refers to those particulars in fulfillment of that stipulation.

1. Though you may be fully aware of the provisions of the Companies Act, 2013 specially Section 149 and Schedule IV (copy enclosed) of the Act which talk about Independent Director, your attention is drawn to these provisions especially, the provisions contained in Section 149(6) of the Act.
2. The tenure as an Independent Director, in the initial case, is for a period of 5 years with effect from 29.09.2014 subject to other provisions of the Act.
3. The Agenda for all the Board Meetings would be sent to you sufficiently in advance and your active participation by way of frank and fair discussion and opinion on any matters contained therein or any other matter which in your opinion, is necessary concerning the affairs of the Company would be deeply appreciated. Such an involvement would go a long way in helping the Board to reach a judicious decision on the subject matter. A similar participation in the Committees on which you would be Member/Chairman would indeed be of immense help.

1. Audit Committee
2. Remuneration Committee

4. Needless to state that, you as an Independent Director are expected to discharge the fiduciary duties normally associated with such a position, especially concerning disclosure of your interest in any contract or arrangement with the Company in conformity with the law/listing agreement.
5. Any transaction or contract or arrangement which you feel would be in potential conflict with your independence or interest would be expected to be brought to the notice of the Board so that an informed decision by it would be taken after careful consideration of the pros and cons of the matter.
6. The Company as a customary practice, allows sitting fees @ Rs.1000/- per meeting of the Board and reimbursement of any expenditure incurred in connection with the travel to attend the Board Meeting to and from your place of residence.
7. A copy of Resolution passed by the Shareholders at their Annual General Meeting held on 29th September, 2014 is enclosed for your record.

We look forward to your active involvement in the Company's decision making process and valuable guidance towards a better and stronger Company.

Thanking you, we remain;

Yours faithfully,

On behalf of the Board,



Chairman.

Encl : As above



CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 29, 2014

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. Vinod Kumar Beswal (DIN 00120095), a non executive director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September, 2014 upto 28th September, 2019".

For Thacker and Company Limited

Name: Arunkumar Mahabir Prasad Jatia
Designation: Director
DIN: 01104256
Add: 60, Jatia Chambers, Dr. V. B. Ghandhi Marg
Mumbai- 400001