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NOTICE

Notice is hereby given that the **One Hundred Forty Fourth** Annual General Meeting ('AGM') of the Shareholders of THACKER AND COMPANY LIMITED ('the Company') will be held on **Wednesday, 17th August, 2022 at 11:30 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the Shareholders at a common venue**, to transact the following businesses:

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, 2022, including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Surendra Kumar Bansal (DIN:00031115), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. P. R. Agarwal & Awasthi, Chartered Accountants (Firm Registration No.117940W), be appointed as Statutory Auditors of the Company to hold office for a consecutive term of 5 years from the conclusion of this 144th Annual General Meeting until the conclusion of the 149th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time".

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to such other consents and permission as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Raju R. Adhia as Manager and Chief Financial Officer of the Company from 1st September, 2021 to 31st March, 2024, at a monthly remuneration of Rs. 100,000/- (Rupees One Lakh Only) with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and / or remuneration, subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act including any statutory modification(s) or re-enactment thereof, for the time being in force.

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

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby, severally, authorised to file the necessary forms with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be necessary or incidental in this regard".

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

Shefali Patel
Company Secretary

Place: Mumbai
Date: 25th May, 2022

Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor, 18/20, K. Dubhash Marg, Mumbai-400001, India. Tel: 91-22-30213333 Fax: +91-22-43553345,
Web-Site: www.thacker.co.in, E-mail: thacker@thacker.co.in CIN: L21098MH1878PLC000033
Corporate Office: Jatia Chambers, 60, Dr. V. B. Gandhi Marg, Fort, Mumbai-400 001.

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NOTES

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 3 to 4 is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 2/2022 dated 05th May, 2022 read with General Circular Nos. 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021 and 21/2021 dated 14th December, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC" or "OAVM"), without the physical presence of the Members at a common venue.
3. The relevant details, pursuant to 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
4. e-AGM: The Company has appointed National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.
5. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
6. In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 144th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or "e-AGM"). The proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company which shall be the deemed Venue of the "AGM" or "e-AGM".
7. Institutional Shareholders / Corporate 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., authorising its representative to attend the e-AGM on its behalf and to vote through remote e-voting or during the e-AGM. 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

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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.

8. The Members can join the e-AGM through Video Conferencing 15 minutes before and after the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice. The facility of participation at the e-AGM through VC will be available on a first-Come First-served basis as per the MCA Circular. However, this restriction not apply to Large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairman of the Audit Committee, Nomination and Remuneration Committee and Share Transfer Approval Committee, Auditors etc.
9. The Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of the Companies Act 2013 and rules made thereunder and in compliance with the aforesaid MCA Circulars, Notice of the e-AGM along with the Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories and printed copies of the said documents are being sent by permitted mode to the Members who have not registered their e-mail addresses with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2021-22 will also be available on the Company's website www.thacker.co.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com.
11. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
12. Members seeking any information with regard to the account or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before Tuesday, 9th August, 2022 through email on thacker@thacker.co.in. The same will be replied by the Company suitably. Members may also ask their questions at the meeting by using chat Box facility provided by NSDL. The question received will be replied at AGM or replied Individually through e-mail as may be decided by the Chairman.
13. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 11th August, 2022 to Wednesday, 17th August, 2022 (both day inclusive)

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14. Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangements in which directors are interested, will 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.
15. 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, and with effect from 25th January, 2022 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 with the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
16. 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 Registrars and Share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
17. Further pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs to send the Notice, Annual Report electronically on the e-mail addresses as obtained from the Company/ Depositories/ Registrar and Share Transfer Agent to the members.

If you are holding the shares of the Company in dematerialized form and already registered your e mail address, you would be receiving the Notices of AGM along with Annual Report by electronic mode.

The Members who hold shares in physical mode and have not registered their e-mail address can request the Company to receive Notices of AGM along with Annual Report and other shareholders communication by electronic mode by registering their valid e-mail address by email to M/s. Satellite Corporate Services Private Limited, Registrar and Transfer Agent at service@satellitecorporate.com / Company at thacker@thacker.co.in

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 dematerialised 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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18. Instructions for voting through e-voting and joining the e-AGM as follows:

I. Voting through electronic means:

- Pursuant to provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on all resolutions set forth in this Notice through e-Voting Services. The facility of casting the votes by the Members using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL appointed for the purpose by the Company as authorised agency
- The remote e-voting period begins on **Sunday 14th August, 2022 at 9:00 a.m. and ends on Tuesday, 16th August, 2022 at 5:00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., Tuesday, 9th August, 2022** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- The Member who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast vote again.
- The voting rights of Members shall be in proportion to their shares of the paidup equity share capital of the Company as on **Tuesday, 9th August, 2022.**
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., **Tuesday, 9th August, 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date date i.e., **Tuesday, 9th August, 2022**, may follow steps mentioned below under "Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

THE DETAILED INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

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

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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.

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Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <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 or joining virtual meeting & voting during the meeting.</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 abovementioned website.

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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 | Help desk 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 toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022- 23058738 or 022-23058542-43 |

- 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*** |

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) 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'.
 - (ii) 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.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 AND JOIN MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join Meeting 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 and Meeting is in active status.

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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.

II. General Guidelines for Shareholders

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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Himali Singh 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 M/s.Satellite Corporate Services Private Limited, Registrar and Transfer Agent at service@satellitecorporate.com /Company at 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) by email to M/s.Satellite Corporate Services Private Limited, Registrar and Transfer Agent at service@satellitecorporate.com /Company at thacker@thacker.co.in and also register the mail id with their Depository Participant

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3. 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.**
4. 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.
5. 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.

III. Voting at the e-AGM:

1. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the e-AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. However, Members who have voted through Remote e-Voting will be eligible to attend the e - AGM. However, they will not be eligible to vote at the e-AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the e-AGM shall be the same person mentioned for Remote e-voting.

IV. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE E-AGM THROUGHVC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name DPID and Client ID /folio number, Pan, mobile number at thacker@thacker.co.in The Speaker registration will be open from **Saturday, 6th August, 2022 (9:00 a.m.IST) to Monday, 8th August, 2022 (5:00.p.m. IST).**

Those Shareholders who have registered themselves as a speaker will only be allowed to express their views /ask question during the meeting.The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. In case of any grievances connect with facility for e-voting, please contact with Ms. Himali Singh at evoting@nsdl.co.in/ Toll free no.: 1800 1020 990 /1800 224 430 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

V. OTHER INSTRUCTIONS:

1. Mr. P.N. Parikh failing him Ms.Sarvari Shah of Parikh & Associates Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the e-AGM in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 48 hours from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman/Company Secretary of the Company, who shall countersign the same.
3. The results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.thacker.co.in and on the website of NSDL www.evoting.nsdl.com and communicated to the BSE Limited, where Equity Shares of the Company are listed.

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19. GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

Pursuant to Securities & Exchange Board of India vide its circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the *eligible folios*).

Freezing of Folios without valid PAN, KYC details, Nomination

- a. In case, any of the aforesaid documents/details are not available in a Folio, on or after 1st April, 2023, the same shall be frozen by RTA.
- b. Similarly, in case the PAN(s) in a folio is/are not valid as on the cut-off date specified by The Central Board of Direct Taxes (CBDT) then also the folio shall be Frozen as above.
- c. A member/claimant will be eligible to lodge grievance or avail service request from the RTA or eligible for any payment including dividend only after furnishing the complete documents or details as aforesaid.

In case the folio continues to remain frozen as on 31st December, 2025, the RTA / Company shall refer such frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Issuance of Securities in dematerialized form in case of Investor Service Requests

We would further like to draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal /Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form No.:ISR-4.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. Satellite Corporate Services Private Limited

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| Sr . No . | Particulars | Please furnish details in |
|-----------|--|---------------------------|
| 1. | PAN | Form No.: ISR - 1 |
| 2. | Address with PIN Code | |
| 3. | Email address | |
| 4. | Mobile Number | |
| 5. | Bank account details (Bank name and Branch, Bank account number, IFS Code) | |
| 6. | Demat Account Number | |
| 7. | Specimen Signature | Form No.: ISR - 2 |
| 8. | Nomination details | Form No.: SH - 13 |
| 9. | Declaration to opt out nomination | Form No.: ISR - 3 |
| 10. | Cancellation or Variation of Nomination | Form No.: SH - 14 |
| 11. | Request for issue of Securities in dematerialized form in case of below: i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account iii. Renewal / Exchange of securities certificate iv. Endorsement v. Sub -division / Splitting of securities certificate vi. Consolidation of securities certificates/folios vii. Transmission viii. Transposition | Form No.: ISR-4 |

A member needs to submit Form No. : ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form No.:SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form No.: ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form No.: ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form No.: ISR-2 alongwith the Form No.: ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at <http://thacker.co.in/other-information.php> under the head "**Updation of PAN, KYC & Nomination Details by Shareholders pursuant to SEBI Circular dated 03.11.2021**" and from the website of the RTA at <http://www.satellitecorporate.com/#>

THACKER AND COMPANY LIMITED

The Company in the month of January, 2022 has dispatched a separate communication letter to the holders of physical securities requesting them to update their KYC in record of Company/RTA.

Mode of submission of form(s) and documents

a. Submitting Hard copy through Post/Courier etc.

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

Satellite Corporate Services Private Limited,
Unit: Thacker and Company Limited
A 106 & 107, Dattani Plaza, East West Compound,
Andheri Kurla Road, Safed Pool,
Sakinaka, Mumbai - 400072

b. Through Electronic Mode with e-sign

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to service@satellitecorporate.com or upload KYC documents with e-sign on RTA's website at the link: <http://www.satellitecorporate.com/#>

c. Submitting Hard copy at the office of the RTA

The form(s) along-with copies of necessary documents can be submitted by the securities holder(s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised Person of the RTA and copy(ies) of such documents with IPV stamping with date and initials shall be retained for processing.

d. Mandatory Self-attestation of the documents

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder (s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

e. E-sign

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

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

Shefali Patel
Company Secretary

Place: Mumbai

Date: 25th May, 2022

Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor, 18/20, K. Dubhash Marg, Mumbai 400001, India Tel: 91-22-30213333 Fax: +91-22-43553345.

Web-Site: www.thacker.co.in; E-mail: thacker@thacker.co.in;

CIN: L21098MH1878PLC000033

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

THACKER AND COMPANY LIMITED

ANNEXURE TO THE NOTICE

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

The following Explanatory Statement set out all the material facts relating to items of business as mentioned in Item nos. 3 to 4 in the accompanying Notice dated May 25, 2022 convening the Annual General Meeting.

ITEM NO. 3

The Members of the Company at the 139th Annual General Meeting had appointed M/s. ADV & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of 139th Annual General Meeting for the period of 5 years until the conclusion of 144th Annual General Meeting of the Company. Accordingly, the current term M/s. ADV & Associates, Chartered Accountants, as Statutory Auditors of the Company concludes at the conclusion of the ensuing Annual General Meeting.

After considering various factors such as qualification and experience, competency & efficiency of the audit team, effectiveness of conduct of audit, independence etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 25th May, 2022 proposed the appointment of M/s. P. R. Agarwal & Awasthi, Chartered Accountants, as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of this 144th Annual General Meeting until the conclusion of 149th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

M/s. P. R. Agarwal & Awasthi, Chartered Accountants was established in the year 1998. The Firm has over 24 years of experience in various kinds of audit including taxation, certification and other consultancy assignments. Currently, the firm has three partners and office at Mumbai, Maharashtra.

M/s. P. R. Agarwal & Awasthi, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and 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. 3 of the Notice for the approval of the Members.

ITEM NO. 4

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 12th August, 2021, had appointed Mr. Raju R. Adhia as Manager and Chief Financial Officer of the Company for a further period of three (3) years with effect from 1st September, 2021 to 31st March, 2024, at a monthly remuneration of Rs. 100,000/- (Rupees One Lakh Only), with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

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

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

Mr. Raju R. Adhia, age 62 years, holds a Bachelor Degree in Commerce and has more than 29 years of experience in business administration and development. Mr. Raju R. Adhia does not hold any share or directorship in the Company. He is not related to any other Director or Key Managerial Personnel of the Company.

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

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

Mr. Raju R. Adhia is interested in the resolution set out at Item No.4 of the Notice.

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

The relevant documents will be available for inspection at the registered office of the Company during business hours on all working days up to the date of 144th 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.

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

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

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

Shefali Patel
Company Secretary

Place: Mumbai
Date: 25th May, 2022

Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor, 18/20, K. Dubhash Marg, Mumbai-400001, India Tel: 91-22-30213333 Fax: +91-22-43553345.
Web-Site: www.thacker.co.in; E-mail: thacker@thacker.co.in;
CIN: L21098MH1878PLC000033
Corporate Office: Jatia Chambers, 60, Dr. V. B. Gandhi Marg, Fort, Mumbai-400 001

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ANNEXURE TO AGM 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. Surendra Kumar Bansal |
| DIN | 00031115 |
| Date of Birth | 19.12.1959 |
| Qualifications | Bachelor of Commerce, Chartered Accountant, Company Secretary |
| Brief Resume and Expertise in specific functional area of the Director | Mr. S.K. Bansal has over 39 years of wide and varied experience in finance, accounts, corporate laws and taxation matters |
| Date of appointment in the Current Designation | 10.01.1991 |
| Shareholding in the Company | NIL |
| Directorships in other Companies | 1) Listed Companies: AMJ Land Holdings Limited Pudumjee Paper Products Limited 2) Unlisted Companies: Biodegradable Products India Limited Fujisan Technologies Limited AMJ Realty Limited |
| Memberships/ Chairmanship of Committees of Other Companies * | AMJ Land Holdings Limited Stakeholders' Relationship Committee Pudumjee Paper Products Limited Stakeholders' Relationship Committee |
| Inter -se relationship between Directors and other Key Managerial Personnel | N. A. |
| Number of Meetings of the Board attended during the financial year 2021-2022 | 4(Four) Board Meetings |
| Details of remuneration last drawn during the financial year 2021-2022 | N.A. |

*Committees considered are Audit Committee and Stakeholders' Relationship Committee

THACKER AND COMPANY LIMITED

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

| I. General Information : | | |
|---|--|------------------|
| Nature of Industry | Real Estate and Other Financial Services | |
| Date or expected date of commencement of commercial production | Not applicable | |
| In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable | |
| Financial Performance based on given indicators (As on March 31, 2022) | Turnover | Rs. 2,04,66,991 |
| | Reserves | Rs. 29,41,26,908 |
| | Profit after tax | Rs. 2,45,21,367 |
| | EPS | Rs. 22.54 |
| Foreign investments or collaborators, if any | Not applicable | |
| II. Information about the Appointee: | | |
| Name of the Appointee | Raju R. Adhia | |
| Background details | Mr. Raju R. Adhia, age 62 years, holds a Bachelor Degree in Commerce and has more than 29 years of experience in business administration and development. He had joined the Company as a Business Development Manager in August 2004. | |
| Past/ Existing Remuneration | Rs. 86,000 per month. (Approximately) | |
| Recognition or Awards | NIL | |
| Job Profile and his suitability | As the Manager, Mr. Raju R. Adhia is responsible for overall day-to-day business administration and development of the Company under the supervision, control and guidance of the Board of Directors. | |
| Remuneration proposed | Rs. 100,000 p.m. | |
| Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Whilst there exists no such comparison in terms of Company's size and nature of its operations, the remuneration proposed is in line with the remuneration of similar occupants in some of the Companies in the Industry & general trend in this regard. | |
| Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. | 1) Remuneration details of Mr. Raju R. Adhia have been provided in the Explanatory Statement in the Notice. 2) Mr. Raju R. Adhia has no relationship | |
| III. Other information : | | |
| Reasons of loss or inadequate profits | The proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act, 2013. | |
| Steps taken or proposed to be taken for improvement | Not Applicable | |
| Expected increase in productivity and profits in measurable terms. | Not Applicable | |
| IV. Disclosures: | | |
| All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc., of all the directors | No Director was paid any remuneration other than sitting fees during FY 2021-22 | |
| Details of fixed component and performance linked incentives along with performance criteria | Not applicable | |
| Service contracts, notice period, severance fees | Not applicable | |
| Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. | Not applicable | |