

THACKER And COMPANY LTD.

Bhogilal Hargovindas Building, Mezzanine Floor,
18/20, K. Dubash Marg, MUMBAI 400 001.
Tel. 91-22-30213388 Fax : + 91-22-43553345

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Thacker And Company Limited will be held at the Registered Office of the Company at Bhogilal Hargovindas Building, Mezzanine Floor, 18/20, K. Dubhash Marg, Mumbai 400 001 on Monday, the 23rd day of December, 2013 at 10.00 A.M. to transact the following Special Business.

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

"RESOLVED THAT pursuant to the provisions of Section 94 of Companies Act, 1956 or Section 61 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013 ("the Act") and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions of the appropriate authorities as may be necessary, each equity share of the company having at present face value of Rs. 10/- (Rupees Ten Only) be and is hereby sub-divided into 2 (Two) equity shares of the face value of Rs. 5/- (Rupees Five Only) each AND THAT Clause V (being Capital Clause) of the Memorandum of Association of the Company relating to equity shares be altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing equity shares of the face value of Rs. 10/- each both in electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date (to be decided by the Board of Directors) and the Company may, without requiring the surrender of the old share certificates, directly issue and dispatch the new share certificates of the company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders holding shares in demat form".

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

"RESOLVED THAT Pursuant to the provisions of Section 16 of Companies Act, 1956 or Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013, the authorized share capital of the Company of Rs. 15,00,000/- (Rupees Fifteen Lacs Only) consisting of 150000 equity shares of Rs. 10/- each be divided into 3,00,000 equity shares of Rs. 5/-(Rupees Five Only) each and that the existing Clause V of the Memorandum of Association of the Company be altered in the manner so as to read as follows:

" V. The Authorised Share Capital of the Company is Rs. 15,00,000/- (Rupees Fifteen Lacs Only) divided in to 3,00,000 (Thee Lacs) Equity Shares of Rs. 5/- (Rupees Five Only) each with a power to increase, from time to time, or reduce its capital and to divide the shares in the capital for the time being into different classes and to attach thereto such preferential, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, subdivide, modify or put restrictions in such manner as may, for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf".

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

"RESOLVED THAT pursuant to the provisions of Section 31 of Companies Act, 1956 or Section 14 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013, the Articles of Association of the Company be and are hereby altered by deleting the existing Article 4 and substituting in its place, the following new Article 4 under the head " CAPITAL".

"4 The Authorised Share Capital of the Company shall be such amount as may, from time to time be provided in Clause V of the Memorandum of Association of the Company".

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

The relative explanatory Statement pursuant to Section 173/102 of the Companies Act, 1956/2013, in respect of the above mentioned business is annexed hereto.

A copy of the Memorandum and Articles of Association of the Company is available for inspection at the Registered office of the Company on any working day between 2.00 p.m. and 4.00 p.m

Registered Office:

Bhogilal Hargovindas Building,
Mezzanine Floor,
18/20, K Dubhash Marg,
Mumbai 400 001
Dated: 20th November, 2013

By Order of the Board of Directors,

A. K. Jatia
Director

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173/102 of the Companies Act, 1956/2013

The following Explanatory Statement sets out all the material facts relating to items of business mentioned in accompanying Notice dated 20th November, 2013 convening the Extra Ordinary General Meeting.

ITEM NO. 1

The Equity shares of the Company are listed on BSE Limited, Mumbai and are traded on the BSE.

The Company's present authorized share capital consists of 150,000 equity shares of Rs. 10/- each. Its subscribed and paid-up capital comprises of 78765 equity shares of Rs.10/- each. In order to improve the liquidity and availability of the Company's shares in the Stock Market and to make it more affordable to small investors, it is proposed to sub-divide the nominal value of equity shares from Rs.10/- each to Rs. 5/- each.

The shareholder may please note that presently the nominal value of the each equity shares is Rs. 10/- each and consequent to the sub-division it would be 2 (Two) equity shares of Rs. 5/- each. The Record Date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchanges.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing capital clause V in the Memorandum of Association of the Company relating to equity shares also needs relevant alteration to give effect to the sub-division.

The Directors commend the resolution for your approval.

None of the Directors of the Company is concerned or interested in the said resolution, save and except to the extent of their shareholding.

ITEM NO. 2

The Authorised Capital of the Company at present is Rs. 15, 00,000 Lacs consisting 1,50,000 shares of Rs. 10 each. The proposed split of share of Rs. 10/- into (Two) shares of Rs. 5/- each necessitates change in Clause V of Memorandum of Association.

The resolution is therefore proposed at Item No. 2 of the accompanying notice for change in Authorised Share Capital and making consequent alteration of Clause V of the Memorandum of Association of the Company.

The Directors commend the resolution for your approval.

None of the Directors is in anyway concerned or interested in the proposed resolution.

ITEM NO. 3

Article 4 of the Articles of Association provide the details of Authorised Capital of the Company. Consequent upon the change in Clause V of the Memorandum of Association, Article 4 also needs to be amended suitably incorporating the changes in

the Authorised Capital of the Company.

In view of this, the existing Article 4 needs to be amended on the lines stated in the proposed resolution. This would obviate the necessity of altering Articles of Association every time a change in capital structure of the Company takes place.

The Directors commend the Special resolution for your approval.

None of the Directors is in anyway concerned or interested in the proposed resolution.

Registered Office:
Bhogilal Hargovindas Building,
Mezzanine Floor,
18/20, K Dubhash Marg,
Mumbai 400 001
Dated: 20th November, 2013

By Order of the Board of Directors,

A. K. Jatia
Director

BOOK POST

If undelivered please return to:
Satellite Corporate Services Pvt Ltd
Unit: Thacker And Company Limited
B-302, Sony Apartment, opp. St Jude High School,
90 ft Road, Jarimari, Sakinaka
Mumbai-400072