

THACKER AND COMPANY LIMITED

Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor,
18/20, K. Dubhash Marg, Mumbai 400 001
CIN:L21098MH1878PLC000033
Email:thacker@thacker.co.in website: thackerandco.in
Tel: 91-22-30213333 Fax +91-22-43553345

POSTAL BALLOT FORM

Serial No. :

1. Name & Registered Address of the Sole/first named shareholder :
2. Name(s) of the joint holder(s) if any :
3. Registered Folio Number/ DP ID No./ Client ID No.* :
*(Applicable to investors holding/ Shares in dematerialized Form)
4. Number of Share(s) held :
5. Electronic Voting Sequence Number (EVSN) :
6. User ID :
7. Password :
8. I/We hereby exercise my/our votes in respect of the resolutions set out in the notice dated 30th April, 2014 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below (✓) mark in both the boxes will render the ballot invalid).

Sr. No.	Description	No. of Shares	(For) I/We Assent to the Resolution	(Against) I/We Dissent to the Resolution
1	Special Resolution for alteration in the Object Clause of the Memorandum of Association of the Company.			
2	Ordinary Resolution to sub-divide the equity shares of the company and to alter the capital clause of the Memorandum of Association of the Company.			

Signature of the Shareholder/ Authorised Representative

Place:

Date:

Telephone No.:

Email ID:

PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF INSTRUCTIONS

INSTRUCTIONS

1. Please complete the Postal Ballot Form in all respects and send it duly signed to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Saturday, 07th June, 2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 07th June, 2014 providing sufficient time for postal transit.
5. The voting shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 02nd May, 2014.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
7. A Shareholder may request for a duplicate Postal Ballot form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot form i.e. Saturday, 07th June, 2014.
8. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
9. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
10. The exercise of vote by Postal Ballot is not permitted through proxy.
11. There will be only one Postal Ballot Form for every Registered Folio / client ID irrespective of the number of Joint Member(s).
12. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
13. Members from whom no Postal Ballot Form is received or the same is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
14. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
15. The result of the voting on the resolutions will be declared at the Registered Office of the Company on Thursday, 12th June, 2014. The date of declaration of result of Postal Ballot will be taken to be the date of passing the Resolution.
16. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be addressed to Mr. S.K.Bhansal, Director, Thacker and Company Limited, 18/20 Kaikhushroodubash Marg, Fort, Mumbai - 400023. E-mail- thacker@thacker.co.in.
17. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E - voting is optional. The detailed procedure for voting is enumerated in the Notes to the Postal Ballot Notice.

THACKER AND COMPANY LTD.

CIN:L21098MH1878PLC000033
Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor,
18/20, K. Dubhash Marg, Mumbai 400 001
Email: thacker@thacker.co.in website: thackerandco.in
Tel: 91-22-30213333 Fax +91-22-43553345

Notice for Postal Ballot

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 under the Companies Act, 1956 to the extent applicable.

Dear Member(s),

NOTICE is hereby given that consent of the shareholders is sought by way of Special Resolution to:

- 1) Alter the Object Clause in the Memorandum of Association of the Company in terms of Section 13 and other applicable provisions of the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable and to commence and carry on all or any of the business as mentioned in the proposed alterations in Clause III of Memorandum of Association of the Company;

and by way of an Ordinary Resolution to:

- 2) Sub-divide the 3,00,000 equity shares of Rs. 5/- each of the Company into 15,00,000 equity shares of Re. 1/- each and alter the Capital clause of the Memorandum of Association of the Company in terms of Sections 13, 61 and other applicable provisions of the Companies Act, 2013.

In accordance with Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 under the Companies Act, 1956 to the extent applicable, the consent of the shareholders is sought by way of Postal Ballot and/ or e-voting. Accordingly, draft resolutions for the aforesaid purposes and the statement of material facts with reference thereto are enclosed along with a Postal Ballot Form for your consideration and doing the needful.

Mr. P. N. Parikh and failing him Ms. Jigyasa N. Ved of Parikh & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the postal ballot process.

Mr. A. K. Jatia and Mr. S. K. Bansal, directors of the company have been appointed as the persons responsible for the entire postal ballot process.

Please read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage pre-paid self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on Saturday, 07th June, 2014.

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 under the Companies Act, 1956 to the extent applicable, the Company is pleased to offer e-voting facility as an alternate option for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. For this purpose, the Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facility to members of the Company. Detailed instructions to use this facility are given separately.

The Scrutinizer will submit his report to the Chairman/Director of the Company after completion of the scrutiny of the Postal Ballots and the result thereof will be announced by the Chairman/Director on Thursday, 12th June, 2014 at the Registered Office of the Company at Bhogilal Hargovindas Building, Mezzanine floor, 18/20, K. Dubhash Marg, Mumbai 400 001. After the above declaration by the Chairman /Director, the result of the Postal Ballot will be posted on the Company's website viz. www.thackerandco.in and will be communicated to the Stock Exchange where the Company's shares are listed.

DRAFT RESOLUTIONS:

- 1) To consider and, if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the relevant provisions of the Companies Act, 1956 to the extent applicable, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approvals as may be necessary, Clause III being the Objects Clause of the Memorandum of Association of the Company be and is hereby amended and that the following sub-clauses be and are hereby inserted after Sub Clause 31 as Sub clauses 32 and 33 in Clause III - Objects Clause of the Memorandum of Association of the Company:

- (32) To carry on the business as trader, manufacturer, dealer, importer, exporter, stockists, service provider of all kinds, types of items of baking supplies, ingredients, decorative packing materials, tools, utensils, equipments, machinery, spares, components and to impart, spread, market knowledge, practices or any activity directly or indirectly connected with the baking business, and to appoint agents, franchises, agencies in relation to the manufacture and distribution of all products relating to baking business.
- (33) To carry in India or elsewhere the business to process, prepare, disinfect, fermentate, compound, mix, clean was, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute,

dispose, develop, handle, manipulate, collaborator, adatia, stockists, liasioner, middleman, export house, jobworker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, their by products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, fun foods, breakfast foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all the necessary steps, do all such acts, deeds, matters and things and to make, execute, apply, initial and sign, file all such applications, writings, documents, deeds, forms, as may be necessary on behalf of the Company for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT pursuant to the provision of the Companies Act, 2013, and the relevant provisions of the Companies Act, 1956 to the extent applicable, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded for commencing and carrying on of all or any of the activities as enumerated in the newly inserted sub-clauses 32 and 33 in the Object Clause III of the Memorandum of Association of the Company upon the said clauses becoming effective."

2) To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 of Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the relevant provisions of the Companies Act, 1956 to the extent applicable including any statutory modification(s) or re-enactment thereof, for the time being in force ("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 with present face value of Rs. 5/- (Rupees Five Only) in the Share Capital of the Company be and is hereby sub-divided into 5 (Five) equity shares of the face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 5/- 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".

RESOLVED FURTHER THAT the existing clause V. of the Memorandum of Association of the Company be and is hereby substituted with the following:

- V. "The Authorised Share Capital of the Company is Rs. 15,00,000/- (Rupees Fifteen Lacs Only) divided in to 15,00,000 (Fifteen Lacs) Equity Shares of Re. 1/- (Rupee One Only) each with 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."

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."

Registered Office:
Bhogilal Hargovindas Building,
Mezzanine Floor,
18/20, K Dubhash Marg,
Mumbai 400 001
Dated: 30th April, 2014

By Order of the Board of Directors,

A K Jatia
Director

NOTES:

1. The Explanatory Statement setting out material facts and the reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all the shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited(NSDL)/ Central Depository Services Limited (CDSL) as on 02nd May, 2014.
3. The instructions for shareholders for e-voting are as under:
 - (a) In case of shareholders receiving e-mail from CDSL:
 - (i) Open e-mail and open PDF file viz. "TCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

THACKER AND COMPANY LTD.

CIN:L21098MH1878PLC000033
Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor,
18/20, K. Dubhash Marg, Mumbai 400 001
Email:thacker@thacker.co.in website: thackerandco.in
Tel: 91-22-30213333 Fax +91-22-43553245

STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND REASONS CONCERNING THE BUSINESS TO BE TRANSACTED THROUGH POSTAL BALLOT

Item No. 1.

At present the Company is engaged in the trading business and is also a Non Banking Financial Company and also in the trading business. The Company now proposes to start a trading in bakery machinery. The Board of Directors of the company is of the view that the business will be beneficial to the company.

In order to enable the company to start the trading business in bakery machinery it is required to alter Object Clause of the Memorandum of Association of the Company so as to include the said business.

In terms of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management & Administration) Rules, 2014 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 under the Companies Act, 1956 to the extent applicable, approval of members by way of special resolution is sought through postal ballot for alteration of the Object Clause of the Memorandum of Association in terms of Sections 13 and 61 of the Act and for carrying on the said business set out in the proposed resolution at item no.1.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. and 1:00 p.m. up to the last date for receiving the postal ballot forms.

The resolution as mentioned in Item No.1 of the Notice is recommended for your approval through Postal Ballot.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholdings in the Company.

Item No. 2.

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 of Rs. 15,00,000 (Rupees Fifteen lacs only) consists of 3,00,000 equity shares of Rs. 5/- each. Its subscribed and paid-up capital comprises of 1,57,530 equity shares of Rs.5/- 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.5/- each to Re. 1/- each.

The shareholders may please note that the present nominal value of the each equity share is Rs. 5/- and consequent to the sub-division it would be Re. 1/- per each equity share. 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.

Consequent to sub-division of equity shares as aforesaid, the existing Capital Clause V in the Memorandum of Association of the Company relating to share capital is also proposed to be altered.

The resolution is therefore proposed at Item No. 2 of the accompanying notice for sub-division of equity shares and making consequent alteration of Clause V of the Memorandum of Association of the Company for your approval.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. and 1:00 p.m. up to the last date for receiving the postal ballot forms.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolutions except to the extent of their shareholdings in the Company.

Registered Office:
Bhogilal Hargovindas Building,
Mezzanine Floor,
18/20, K Dubhash Marg,
Mumbai 400 001
Dated: 30th April, 2014

By Order of the Board of Directors,

A K Jatia
Director

- (ii) Launch internet browser by typing the following URL: <https://www.cdslindia.com>. Go to e-voting system. It will take you to www.evotingindia.com.
 - (iii) Click on Shareholder Sign in.
 - (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
 - (vi) Home page of e-voting opens. Click on e-voting: Active voting cycles.
 - (vii) Select "EVSN" of Thacker and Company Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizer at cs@parikhassociates.com with a copy marked to evoting@cdsl.co.in
- (b) In case of Shareholders receiving Notice by Post:
- (i) Initial password is provided as below at the bottom of the Postal Ballot Form.

EVSN (Electronic Voting Sequence Number)	User ID	Password/PIN
---	---------	--------------
 - (ii) Please follow all steps from Sl. No. (ii) to Sl No. (xii) above, to caste vote
- (c) 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 Downloads section of www.evotingindia.com.
- (d) If you are already registered with CDSL for e-voting, then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (f) Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative are being sent Notice of this Postal Ballot by e-mail and shareholders who have not registered their e-mail ID will receive Notice of this Postal Ballot along with Postal ballot form by post. The postal ballot form can be downloaded from the link www.evoting.cdsl.com or from the website of the Company www.thackerandco.in or seek duplicate Postal Ballot Form from M/s. Satellite Corporate Services Pvt. Ltd., B 302, Sony apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072, fill in the details and send the same to the Scrutinizer.
- The notice of the postal ballot will be placed on the website of the company at www.thackerandco.in and shall remain on website till the last date of receipt of the Postal Ballot Forms from the members.
- 4.
 5. Kindly note that the shareholders can opt only one mode of voting, i.e. either by e voting or by physical Ballot. If shareholders are opting for e voting, then do not vote by physical ballot also and vice versa. However, in case shareholders cast their vote by physical Ballot and e-voting, then voting done through valid physical ballot shall prevail and voting done by e-voting will be treated as invalid.
 6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 02nd May, 2014
 7. The voting period shall commence on Friday, 09th May, 2014 and ends on close of working hours on Saturday, 07th June, 2014. The e-voting module shall also be disabled by CDSL at 5:00 p.m. on the same day.
 8. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details etc. to their respective DPs and those holding shares in physical form are to intimate the above said changes to the Registrar and Share Transfer Agents of the Company.