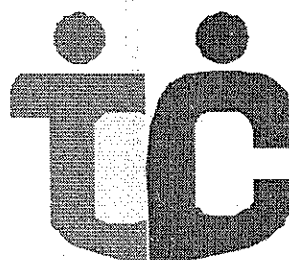


**THACKER AND COMPANY LIMITED**



**THACKER  
AND CO. LTD.**

**137<sup>th</sup>  
ANNUAL REPORT  
2014-2015**

**THACKER AND COMPANY LIMITED**

**DIRECTORS :**

Vidhan Mittal - Chairman  
Arun Kumar Jatia  
Surendra Kumar Bansal  
Basant Kumar Khaitan  
Vinod Kumar Beswal  
Padam Kumar Poddar (Upto 18.08.2014)  
Vasudha Jatia (Upto 09.03.2015)  
Vrinda Jatia

**BANKERS :**

IDBI Bank Ltd.

**AUDITORS :**

M/s. Mittal & Associates  
Chartered Accountants

**REGISTRAR & TRANSFER AGENTS :**

Satellite Corporate Services Private Limited  
Unit : Thacker And Company Limited  
B-302, Sony Apartment,  
Opp. St. Jude High School,  
Off Andheri Kurla Road, Jarimari, Sakinaka,  
Mumbai - 400 072.

**Demat Stock Code : INE077P01034**

**EQUITY SHARES ARE LISTED AT : BSE LIMITED**

**REGISTERED OFFICE :**

Bhogilal Hargovindas Building,  
Mezzanine Floor,  
18/20, K. Dubash Marg,  
Mumbai - 400 001.

**CORPORATE OFFICE :**

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

## **THACKER AND COMPANY LIMITED**

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### **NOTICE**

Notice is hereby given that the One Hundred Thirty Seventh Annual General Meeting ('AGM') of the Members of THACKER AND COMPANY LIMITED ('the Company') will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11.00 A.M. (IST) at 60, Jatia Chambers, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 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 Ms. Vrinda Jatia (DIN: 06725427), who retires by rotation and being eligible, offers herself 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 Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Mittal & Associates (Firm Registration No.106456W), the Auditors of the Company from the conclusion of this meeting till the conclusion of 139<sup>th</sup> Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee".

**SPECIAL BUSINESS**

4. Appointment of Mr. Raju R. Adhia as Manager of the Company 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 Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), subject to the approval of the Central Government and such other consent and permission as may be necessary, the consent of the Company, be and is hereby accorded for the appointment of Mr. Raju R. Adhia as Manager of the Company for a period of (3) years with effect from 1<sup>st</sup> September, 2015 upto 31<sup>st</sup> August, 2018, at a monthly remuneration of Rs. 69,600 (In the scale of Rs. 65,000 p.m. - Rs. 85,000 p.m.) with bonus & ex-gratia, medical allowance, travel allowance and any other allowance and gratuity as per Company rules, 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.

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 of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this Resolution."

5. 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 applicable provisions of the Companies Act, 2013 and the provisions of Clause 49(VII) of the Listing Agreement, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to the undernoted subsisting contracts already entered into and further authorized to deal in related party transaction(s) as under :

Sr. No.	Name of the Related Party	Nature of Transaction	Amount	Duration of Agreement
1.	Pudumjee Pulp & Paper Mills Limited.	Leave and License Agreement to avail office premises	₹ 15,000/- per Month.	5 Years w.e.f. 18 <sup>th</sup> December, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem necessary and to execute all necessary documents".

## **THACKER AND COMPANY LIMITED**

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### **Notes:**

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the above Items Nos. 4 & 5 is annexed hereto.
- 2) 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 OF THE COMPANY.  
The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the meeting.
- 3) The Register of Members and Share Transfer Books of the Company will be closed from Thursday, the 24<sup>th</sup> day of September 2015 to Wednesday, the 30<sup>th</sup> day of September 2015 (both days inclusive).
- 4) 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 Registrar and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participant.
- 5) Members/proxies are requested to bring their copies of annual reports to the meeting.
- 6) Pursuant to Rule 18 (1) of the Companies (Management and Administration) Rules 2014, the Company needs to send the Notice, Annual Reports electronically on the email addresses as obtained by Company/ Depositories/Registrar and Share Transfer Agents.  
Member who are holding shares of the Company in dematerialized form and have already registered their e-mail id, would be receiving the Notice of General Meeting/Postal Ballot, Annual report and other communication to Members by electronic mode.  
The members who hold shares in physical mode and have not got their e-mail id recorded or updated a fresh e-mail can request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other communication to shareholders by electronic mode.  
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 dematerialized 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.  
In case a Member does not wish to avail the service of documents through electronic mode, such Member may send a request for obtaining the Notice, Annual Report from the Company, in physical mode, by sending a request to the Company at its registered office address or through company's e-mail at [thacker@thacker.co.in](mailto:thacker@thacker.co.in) and accordingly the Company will send the same, free of cost, upon receipt of such request from the member.  
Members holding shares in physical form are requested to get them dematerialized, as the shares of the company are under Compulsory Demat System.
- 7) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are 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.  
Members are requested to write/intimate to Company's Registrar and Transfer Agents for the purpose of changes, in their registered addresses, profile details etc. for sending future communication(s).
- 8) All documents referred in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act 2013 will be available for inspection at the registered office of the Company during business hours on all working days up to the date of 137<sup>th</sup> Annual General Meeting of the Company and copies thereof also made available for inspection in physical or electronic form at the Corporate Office of the

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Company and also at the Meeting. The Statutory registers are available for inspection at the registered office of the Company.

- 9) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, 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 an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Ltd., appointed for the purpose by the Company as authorised agency. Remote e-voting is optional.

- 10) The facility for voting through ballot paper shall also be made available at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the Meeting but shall not be entitled to cast their vote again.
- 11) The voting rights of the Members shall be in proportion to their share of the paid up equity share capital of the Company as on Wednesday, 23<sup>rd</sup> September, 2015.
- 12) The detailed instructions for Remote E-Voting are as under:
- (i) The voting period begins on Sunday, 27<sup>th</sup> September, 2015 at 9.00 A.M. and ends on Tuesday, 29<sup>th</sup> September, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as printed on ballot paper / attendance slip / notice) in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>

## THACKER AND COMPANY LIMITED

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Thacker And Company Limited.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Board of Directors has appointed Shri P. N. Parikh, for Parikh and Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, 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 three days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to Mr. A.K.Jatia, Director of the Company, who shall countersign the same.

The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.thacker.co.in](http://www.thacker.co.in) and on the website of Central Depository Services (India) Limited and communicated to the Stock Exchange.

Those shareholders who do not have access to e-voting facility may write to Registrar and Transfer Agents, Satellite Corporate Services Pvt. Ltd. or to the Company for ballot paper, which after filling up should reach to the scrutinizer Mr. P. N. Parikh, Parikh & Associates, Practicing Company Secretaries 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai 400 053, Practicing Company Secretaries on or before 26th September, 2015.

By Order of the Board of Directors,

Arun K. Jatia  
Director

Place: Mumbai  
Date: 3<sup>rd</sup> August, 2015

**Registered Office:**  
Bhogilal Hargovindas Building,  
Mezzanine Fl.18/20, K.Dubhash Marg,  
Mumbai-400 001, India  
Tel: 91-22-43553388  
Fax: +91-22-43553345,  
Web-Site : [www.thacker.co.in](http://www.thacker.co.in) ,  
E-mail: [thacker@thacker.co.in](mailto:thacker@thacker.co.in)  
CIN : L21098MH1878PLC000033

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



## THACKER AND COMPANY LIMITED

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

#### Item No. 4

The Board of Directors based on the recommendation of the Nomination and the Remuneration Committee, at its Meeting held on 3<sup>rd</sup> August, 2015 had appointed Mr. Raju R. Adhia as Manager of the Company for a period (3) years with effect from 1<sup>st</sup> September 2015 upto 31<sup>st</sup> August, 2018, at a monthly remuneration of Rs. 69,600 (in the scale of Rs. 65,000 p.m. - Rs. 85,000 p.m.) with bonus & ex-gratia, medial allowance, travel allowance and any other allowance and gratuity as per Company rules, 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 or profits in any financial year during the tenure of the Manager, Mr. Raju R. Adhia shall be paid the aforesaid 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 aforesaid 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 54 years, holds a Bachelor Degree in Commerce and has almost 22 years of experience in business administration and development. He had joined the Company as a Business Development Manager in August 2004 and last drawn annual remuneration was ₹ 9 lacs. 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.

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 137<sup>th</sup> 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.

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 Company Act, 2013 has been annexed to the Notice.

#### Item No. 5

Pursuant to the provisions of the Companies Act, 2013 and Rules prescribed thereunder and the Listing Agreement, the following agreement already entered into and the transactions to be continued with the party as specified in the proposed special resolution are placed for your approval.

Sr. No.	Name of the Related Party	Nature of Transaction	Amount	Duration of Agreement
1	Pudumjee Pulp & Paper Mills Limited	Leave and License Agreement to avail office premises	₹ 15000/- per Month.	5 Years w.e.f. 18 <sup>th</sup> December, 2013

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The extent of shareholding interest in Pudumjee Pulp & Paper Mills Limited ('PPPML'), of every Promoter, Director, Manager and of every other Key Managerial Personnel of the Company, to the extent the same is not less than two percent of the paid up capital of PPPML, is provided herewith:

Sr. No.	Name of the Person	Category as per Shareholding Pattern of Thacker And Company Limited	Percentage of Shareholding Pattern In PPPML (as on 30.06.2015)
1	Suma Commercial Private Limited	Promoter Group	7.01%
2	Chem Mach Private Limited	Promoter Group	6.18%
3	Arunkumar Mahabir Prasad Jatia (Executor of will of Smt. Poonam Jatia)	Director and Promoter	4.97%
4	Arunkumar Mahabir Prasad Jatia	Director and Promoter	5.00%
5	Ubiquitous Trading Private Limited	Promoter Group	5.24%
6	Yashvardhan Jatia	Promoter Group	5.70%

Except as stated above, no other Promoter or person belong to the Promoter Group of the Company or its Director or Key Managerial Personnel holds more than 2% in PPPML.

It may be noted that the related parties to the transaction shall abstain from voting on such resolutions, Mr. Arun Kumar Jatia, Mr. S. K. Bansal and Mr. V. K. Beswal are also Directors of PPPML and may be deemed to be interested in the resolutions. Ms. Vrinda Jatia, daughter of Mr. Arun Kumar Jatia and Director of the Company, may also be deemed to be interested in the resolution.

Except as stated above, none of the Directors, 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 137th 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.

The Board recommends the special resolution set out in Item No. 5 of the Notice for the approval of the Members.

By Order of the Board of Directors,

**Arun K. Jatia**  
Director

Place: Mumbai

Date: 3<sup>rd</sup> August, 2015

**Registered Office:**

Bhogilal Hargovindas Building,  
Mezzanine Fl.18/20,K.Dubhash Marg,  
Mumbai-400 001, India  
Tel: 91-22-43553388, Fax: +91-22-43553345,  
Web-Site: [www.thacker.co.in](http://www.thacker.co.in),  
E-mail: [thacker@thacker.co.in](mailto:thacker@thacker.co.in)  
CIN: L21098MH1878PLC000033

**Corporate Office:**

Jatia Chambers, 60 Dr. V.B.Gandhi Marg,  
Mumbai-400 001.