THACKER AND CO. LTD.

22nd September, 2026

The Manager,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Ref: Scrip Code- 509945

Dear Sir/Madam,

Subject: Notice of Postal Ballot – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Pursuant to Regulation 30 of the Listing Regulations, we have enclosed a copy of the Postal Ballot Notice dated 13th August, 2026 together with the Explanatory Statement thereto, seeking approval of the Members of the Thacker and Company Limited ("the Company") for the resolutions as stated in the Notice of Postal Ballot, by way of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities & Exchange Board of India for:

Sr. No.	Brief Particulars of the Resolution	Type of Resolution
1.	Re-appointment of Mr. Raju R. Adhia as Manager of the Company.	Special Resolution
2.	Alteration of the Articles of Association of the Company.	Special Resolution
3.	Appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as Statutory Auditors of the Company.	Ordinary Resolution
4.	To consider and approve the continuation and modification of the existing Material Related Party Transaction relating to Inter-Corporate Deposit(s)/Loan(s) with Biodegradable Products India Limited ("BPIL" or the "Borrower" and, in relation to the proposed mortgage, the "Mortgagor").	Ordinary Resolution

In Compliance with the relevant MCA Circulars, the Notice of Postal Ballot containing instructions is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 18th September, 2026 (Cut-off Date) and whose email addresses are registered with the Company on the said date and the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

THACKER AND CO. LTD.

Pursuant to Section 108, 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Regulations, the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matter set forth in the Notice. The Company has appointed M/s. National Securities Depository Limited, for facilitating Remote e-voting to enable the Members to cast their votes electronically, during the below mentioned period:

The Date and Time of commencement of remote e-voting:	Wednesday, 23rd September, 2026 at 09:00 a.m. (IST).
The Date and Time of end of remote e-voting:	Thursday, 22nd October, 2026 at 05:00 p.m. (IST) and the facility shall be forthwith blocked.

Members of the Company who have not yet registered their email address are requested to get their email addresses registered by following the procedure mentioned in the Notice.

The result of the Postal Ballot through remote e-voting only will be announced on or before Saturday, 24th October, 2026.

The said notice is also available on the website of the Company at www.thacker.co.in.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours Faithfully,

For Thacker and Company Limited

Siddhi Dilip Kul
Digitally signed by Siddhi Dilip Kul
Date: 2026.09.22 18:29:05 +05'30'

Siddhi Kul
Company Secretary and Compliance Officer
ICSI Membership No.: A76672
Encl.: As Above

THACKER AND COMPANY LIMITED
Regd. Off.: Bhogilal Hargovindas Building, Mezzanine Fl.18/20,K.Dubhash Marg,
Mumbai-400001, India
CIN No. : L21098MH1878PLC000033
Tel: 91-22-43553333, Fax: +91-22-2265 8316
Web-Site: www.thacker.co.in E-mail: thacker@thacker.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Shareholders of Thacker And Company Limited (the "**Company**") that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, and the subsequent Circulars issued in this regard and the latest being 03/2025 dated September 22, 2025, and other relevant and applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions, if any, of the SEBI Listing Regulations, for the time being in force and as amended from time-to time, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("**SEBI Circular**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below proposed to be passed by the Members of Company by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

Sr. No.	Brief Particulars of the Resolution	Type of Resolution
1.	Re-appointment of Mr. Raju R. Adhia as Manager of the Company.	Special Resolution
2.	Alteration of the Articles of Association of the Company.	Special Resolution
3.	Appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as Statutory Auditors of the Company.	Ordinary Resolution
4.	To consider and approve the continuation and modification of the existing Material Related Party Transaction relating to Inter-Corporate Deposit(s)/Loan(s) with Biodegradable Products India Limited ("BPIL" or the "Borrower" and, in relation to the proposed mortgage, the "Mortgagor").	Ordinary Resolution

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with National Securities Depository Limited (NSDL) and therefore, the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the Members for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolutions along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Raju R. Adhia as Manager of the Company.

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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"), Secretarial Standard on General Meetings (SS-2), and other applicable statutory provisions, rules, regulations, guidelines and circulars, as may be applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the Re-appointment of Mr. Raju R. Adhia as Manager of the Company for a further period of five (5) years with effect from the date on which this resolution is approved by the Members, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Postal Ballot Notice and as may be varied or modified by the Board of Directors from time to time, subject to the applicable provisions of the Act, the rules made thereunder and other applicable laws and regulations.

RESOLVED FURTHER THAT pursuant to Section 196(3)(a) and other applicable provisions of the Act, consent of the Members be and is hereby accorded for the re-appointment of Mr. Raju R. Adhia as Manager of the Company, notwithstanding that he will attain the age of seventy years on 10th June, 2030 during the proposed tenure, on the terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, Mr. Raju R. Adhia shall be entitled to receive the remuneration specified in the Explanatory Statement, subject to the applicable provisions of the Act, Schedule V thereto and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Director(s)/ Key Managerial Personnel(s) be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and instruments as may be necessary, expedient or desirable for giving effect to this resolution, including making the necessary filings with the Registrar of Companies, stock exchange(s) and/or any other statutory or regulatory authority, as may be required."

Item No. 2: Alteration of the Articles of Association of the Company.

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 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the applicable rules made thereunder, Section 68(2)(a) and other applicable provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"), the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, Secretarial Standard on General Meetings (SS-2), and other applicable statutory provisions, rules, regulations, guidelines and circulars, as amended from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be necessary regulatory or other authorities, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article 63A after the existing Article 63.

BUY-BACK OF SECURITIES

63A. Subject to the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India Act, 1992, the regulations framed by the Securities and Exchange Board of India, and any other applicable laws, regulations, rules, guidelines, circulars, directions or requirements, as amended, modified, supplemented, re-enacted or replaced from time to time, the Company may, from time to time, purchase its own shares or other specified securities by way of buy-back, out of its free reserves, the securities premium account, the proceeds of any issue of shares or other specified securities or from such other sources as may be permissible under applicable law, and through such mode or method, whether by way of tender offer, open market purchase, book-building process or otherwise, and upon such terms and conditions, subject to such limits, approvals and procedures, as may be prescribed or permitted under applicable law from time to time.

RESOLVED FURTHER THAT the Articles of Association of the Company be and are hereby altered accordingly and the aforesaid new Article be and is hereby incorporated as part of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Director(s)/ Key Managerial Personnel(s) be and are hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and instruments as may be necessary, expedient or desirable for giving effect to this resolution, including filing of necessary forms, returns and documents with the Registrar of Companies, stock exchange(s) and/or any other statutory or regulatory authority, as may be required.”

Item No. 3: Appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as Statutory Auditors of the Company.

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(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Circular”), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.R. Agarwal & Awasthi, Chartered Accountants, to hold office from the date of Boards approval i.e. 13th August, 2026, till the conclusion of next Annual General Meeting, which will be subject to approval of Members, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any Director(s)/Key Managerial Personnel authorised by the Board, be and is hereby authorised to determine and finalise the terms and conditions of appointment and remuneration of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), including reimbursement of out-of-pocket expenses incurred in connection with the audit, in accordance with the applicable provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Director(s)/ Key Managerial Personnel(s) be and are hereby authorised to make the necessary disclosures and filings with the Registrar of Companies, the stock exchange(s) and other statutory, regulatory or governmental authorities, wherever required, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

Item No. 4: To consider and approve the continuation and modification of the existing Material Related Party Transaction relating to Inter-Corporate Deposit(s)/Loan(s) with Biodegradable Products India Limited ("BPIL" or the "Borrower" and, in relation to the proposed mortgage, the "Mortgagor").

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

"RESOLVED THAT further to and in continuation of the earlier resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Sections 2(76), 177, 179 and 188 along with other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulations 2(1)(zb), 2(1)(zc) and 23 read with Schedule XII and along with other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("**SEBI Circular**"), and the Related Party Transaction Policy of the Company, and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board to continue the existing revolving Inter-Corporate Deposit(s)/Loan(s) ("ICD(s)") arrangement with Biodegradable Products India Limited ("BPIL" or the "Borrower" and, in relation to the proposed mortgage, the "Mortgagor"), being a related party of the Company, for a period of five financial years commencing from FY 2026-27 and ending with FY 2030-31, and to modify the existing ICD arrangement by securing the Company's ICD exposure through creation, execution and if required, registration of a joint mortgage in such form and manner as may be legally permissible, over the immovable property of BPIL ranking pari passu with other related party lenders/mortgagees, namely, AMJ Land Holdings Limited, 3P Land Holdings Limited, Chem Mach Private Limited and Suma Commercial Private Limited, provided that the aggregate principal amount outstanding under the ICD(s) extended by the Company to BPIL at any point of time shall not exceed Rs.20 Crores or such higher amount as may be approved by the Members of the Company and/or other approvals as may be applicable from time to time, in accordance with the prevailing law and each ICD so disbursed during the aforesaid period shall be repayable within 6 years from its respective date of disbursement, notwithstanding that such repayment/maturity may extend beyond FY 2030-31, and the interest thereon shall be paid annually within three months from the close of each financial year during the aforesaid period, together with all costs, charges, expenses and other amounts as may be due and payable by BPIL to the Company under the said ICD arrangement;

RESOLVED FURTHER THAT, consent of the Members of the Company, be and is hereby, accorded, to the Board of Directors to accept the mortgage, in favour of AMJ Land Holdings Limited as Lead Mortgagee along with the other related party lenders/Mortgagees on pari passu basis, a joint mortgage, in any form and manner, as may be legally permissible and as acceptable to respective Board of Directors of all the related party lenders/Mortgagees and the BPIL over the aforesaid immovable property of the BPIL more particularly described in the explanatory statement annexed to the Notice (the "Mortgaged Property"), as security for the due repayment of the Inter-Company Loans and the performance of all obligations of the BPIL thereunder and to negotiate, finalise and execute the Indenture and the other Transaction Documents in the form and manner contemplated therein.

RESOLVED FURTHER THAT the aforesaid joint mortgage, in such form and manner as may be legally permissible, shall secure on pari passu basis the Inter-Company Loans extended/to be extended collectively by the Company and the other related party lenders/Mortgagees to BPIL, together with all interest, costs, charges, expenses and other amounts as may be due and payable by BPIL to the respective related party lenders/Mortgagees in respect thereof, such that the aggregate amount of all obligations secured under the Mortgage Deed shall not exceed Rs.200 Crores;

RESOLVED FURTHER THAT any Director(s) and/or Key Managerial Personnel of the Company or any other person(s) authorised by the Board and/or Key Managerial Personnel, be and are hereby, severally, authorised, to negotiate, approve, finalise, vary, modify and execute all agreements, documents and writings, including to sign and execute the Mortgage Deed and other Transaction Documents and if required, to present and register the same with the appropriate Sub-Registrar of Assurances, and to determine such other terms and conditions as may be necessary or expedient in connection with the aforesaid Related Party Transaction, and to do all such acts, deeds, matters and things and to sign and execute all such documents, papers and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

Date: 13.08.2026
Place: Mumbai

Siddhi Kul
Company Secretary and Compliance Officer
(ICSI Membership No.: A76672)

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, setting out material facts and reasons for the proposed resolutions is annexed hereto.

2. In Compliance with the applicable MCA Circulars, the Notice of Postal Ballot ("the Notice") containing instruction is being sent only through electronic mode (i.e. through e-mail) to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 18th September, 2026 (hereinafter called as "Cut-off Date") and whose email addresses are registered with the Company/Depositories on the said date.

3. A copy of this Notice of Postal Ballot will also be available on the Company's website at www.thacker.co.in, and on the Website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the Website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com.

4. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible for Remote e-voting. A person who is not member on Cut-Off date should treat this notice for information purpose only.

5. Documents referred to in the Notice and the explanatory statement shall 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.

6. The Board of Directors of the Company has appointed Ms. Sarvari Shah (Membership No. FCS 9697 & Certificate of Practice No. 11717), failing her Ms. Urvashi Pandya (Membership No. FCS 11797 & Certificate of Practice No. 28101) of M/s. Parikh and Associates, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process (through remote e-voting only) in a fair and transparent manner.

7. In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), Secretarial Standards-2 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing Remote e-voting facility to enable Members of the Company to cast their votes electronically on the matters included in this Notice. The Company has appointed National Securities Depository Limited (hereinafter called as "NSDL") for facilitating Remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

8. The remote e-voting period commences from Wednesday, 23rd September, 2026 (09:00 a.m. IST) to Thursday, 22nd October, 2026 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e., Friday, 18th September, 2026, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.

9. The Resolution, if passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Thursday, 22nd October, 2026 and as if it has been passed at a General Meeting of the Members.

10. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, Institutional Members / Corporate Members (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 vote through remote e-

voting. 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 evoting@nsdl.co.in.

11. Upon completion of the scrutiny of electronic votes, the Scrutinizer will submit her report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be announced on or before Saturday, 24th October, 2026. The said results would be displayed at the Registered Office of the Company and on its website at www.thacker.co.in and on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com and simultaneously communicated to the BSE Limited.

12. Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 alongwith such other documents prescribed in the Form ISR-1 to the RTA of the Company i.e. M/s. Satellite Corporate Services Private Limited, A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai - 400072. Form ISR-1 is available on the website of the Company at https://www.thacker.co.in/other-information.php and on the website of RTA at https://www.satellitecorporate.com/index.php.

    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.

13. The procedure for remote e-voting is as under:

    Step 1 (A): Access to NSDL e-voting system in case of individual Shareholders holding shares in demat mode

    Step 1 (B): Access to NSDL e-voting system in case of shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**.**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with	1. 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

NSDL.	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. 2. 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. 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote

	e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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	**Helpdesk 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 022 - 4886 7000
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 toll free no. 1800 22 55 33

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.

<u>How to Log-in to NSDL e-Voting website?</u>

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***

5. Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

a) 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.

b) 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'.

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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period".

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

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail cs@parikhassociates.com with a copy marked to 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.

2. 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.

3. 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre 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 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) to thacker@thacker.co.in. 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 for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

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

Date: 13.08.2026
Place: Mumbai

Siddhi Kul
Company Secretary and Compliance Officer
(ICSI Membership No.: A76672)

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1: Re-appointment of Mr. Raju R. Adhia as Manager of the Company.

Mr. Raju R. Adhia was appointed as the Manager and Chief Financial Officer (CFO) of the Company pursuant to the approval accorded by the Members at the 145th Annual General Meeting of the Company held on 04th August 2023, for a term commencing from 01st April 2024 up to 31st March 2027, on the terms and conditions, including remuneration, approved by the Members.

Subsequently, Mr. Raju R. Adhia resigned from the position of Chief Financial Officer (CFO) of the Company vide his resignation letter dated 10th July 2026.

Considering his extensive experience, knowledge of the Company's business and affairs, contribution to the growth and development of the Company and familiarity with its operations, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 13th August, 2026, has approved the proposal for re-appointment of Mr. Raju R. Adhia as Manager of the Company for a further period of five (5) years with effect from the date on which the proposed resolution is approved by the Members.

The proposed fresh term shall take effect from the date on which the aforesaid resolution is approved by the Members and, from such date, shall supersede and replace the existing term of appointment of Mr. Raju R. Adhia as Manager, which is otherwise valid up to 31st March 2027. Accordingly, upon approval of the proposed resolution by the Members, his existing term as Manager shall stand superseded by the proposed term of five years commencing from the date of such approval.

Mr. Raju R. Adhia was born on 10th June 1960 and is presently 66 years of age. He will attain the age of 70 years on 10th June 2030. Since the proposed term of five years will extend beyond the date on which he attains the age of 70 years, the proposed re-appointment requires approval of the Members by way of Special Resolution pursuant to Section 196(3)(a) of the Companies Act, 2013.

Further, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), approval of the Members is required for the re-appointment of a person as a Manager of a listed entity.

Section 196(3)(a) of the Act provides that no company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of seventy years, unless the appointment of such person is approved by the Members by way of a Special Resolution, in which case the notice convening the meeting or the explanatory statement annexed thereto shall indicate the justification for appointing such person.

In view of the proposed tenure extending beyond 10th June 2030, the approval of the Members by way of Special Resolution is therefore being sought for the re-appointment of Mr. Raju R. Adhia as Manager, including his continuation as Manager beyond the age of 70 years during the proposed tenure.

Justification for re-appointment notwithstanding attainment of the age of 70 years:

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the view that the continued association of Mr. Raju R. Adhia as Manager would be beneficial to the Company particularly in view of his experience, knowledge and understanding of the Company's business and operations.

Mr. Raju R. Adhia has been associated with the Company in a managerial capacity and has acquired considerable knowledge of the Company's business, operations, internal processes and organisational requirements. His experience and familiarity with the affairs of the Company are expected to provide continuity and stability in the management of the Company and assist in the effective discharge of the responsibilities entrusted to the Manager.

The Board is of the view that his age, by itself, would not affect his ability to discharge the functions and responsibilities of Manager effectively. Taking into consideration his experience, contribution, knowledge of the Company's affairs and the requirement for continuity in management, the Board considers his re-appointment as Manager, including his continuation beyond the age of 70 years during the proposed tenure, to be in the best interests of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval of the Members.

Terms and conditions of Re-appointment:

The principal terms and conditions of the proposed re-appointment of Mr. Raju R. Adhia as Manager are as follows:

1. Designation: Manager
2. Date of Birth & Age: 10th June 1960, presently 66 years of age.
3. Date of first appointment as Manager: 01st September, 2015.
4. Existing term: 01st April 2024 up to 31st March 2027
5. Proposed term: Term of Five (5) years commencing from the date on which the resolution is approved by the Members.
6. Effective date: Date on which the resolution is approved by the Members.
7. Date of attaining age of 70 years: 10th June 2030
8. Tenure: Five (5) years commencing from the date on which the resolution is approved by the Members.
9. Remuneration: The remuneration payable to Mr. Raju R. Adhia shall be as follows:
   Salary: Rs.13,80,000/- per annum.

The proposed remuneration is within the limits prescribed under Section 197 of the Companies Act, 2013 and the applicable provisions of Schedule V thereto**.**

In the event that the Company has no profits or inadequate profits in any financial year during the tenure of the proposed appointment, the remuneration payable shall be subject to the applicable provisions of Section 197 and Schedule V to the Act, as amended from time to time.

General Information under Schedule V:

I. General information:	
(1) Nature of industry	A diversified company engaged in finance, investments, trading, and real estate leasing/rental activities.
(2) Date or expected date of commencement of commercial production	The Company is in business since 16th April, 1878.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(4) Financial performance based on given indicators	(Amount in Lakhs) <table><tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr><tr><td>Revenue from Operations</td><td>232.72</td><td>306.64</td><td>223.23</td></tr><tr><td>Other Income</td><td>342.76</td><td>325.70</td><td>272.41</td></tr><tr><td>Profit/(Loss) before Tax</td><td>381.88</td><td>431.71</td><td>307.84</td></tr><tr><td>Profit/(Loss) after Tax</td><td>300.54</td><td>353.32</td><td>178.58</td></tr><tr><td>EPS</td><td>27.62</td><td>32.48</td><td>16.41</td></tr></table>
(5) Foreign investments or collaborations, if any.	The Company has no foreign investments or collaborations as on the date of this Postal Ballot Notice.
II. Information about the appointee:	
(1) Background details	Mr. Raju R. Adhia, aged 66 years, has been associated with the Company since 2015. He holds Bachelor’s degree in Commerce (B.Com.) and has extensive experience in Thacker & Company Limited. During his association with the Company, he has contributed to various areas, including Financial Management, Accounting, Financial Reporting, Compliance, Internal Controls, and Strategic Planning.
(2) Past remuneration	During FY 2025-26, Mr. Raju R. Adhia was paid total remuneration of Rs.13,80,000/- (Rs.1,15,000/- per month).
(3) Recognition or awards	He has been recognised for his valuable contribution, leadership, professional expertise, and commitment to the Company’s growth and development.
(4) Job profile and his suitability	As Manager, Mr. Raju R. Adhia is/will be responsible for overseeing financial and administrative functions, ensuring compliance, and supporting the Company’s overall operations and strategic objectives. Considering his qualification which is Bachelors in Commerce, experience of 30+ years, knowledge of the Company's business and familiarity with its operations, the Board considers him suitable for the position of Manager.
(5) Remuneration proposed	The proposed remuneration is Rs.13,80,000/- per annum. There is no change in the past and proposed remuneration.
(6) 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)	The remuneration proposed to be paid, is in line with remuneration of Managers of other Companies, keeping in view his job profile, the size and operations of the Company.

(7) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Except for the remuneration proposed to be received by him as Manager and his 1.00% share in the profits of Mossmark LLP, a Designated Partner of which he is and which forms part of the Promoter Group, he has no other pecuniary relationship with the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	Not applicable
(2) Steps taken or proposed to be taken for improvement	Not applicable
(3) Expected increase in productivity and profits in measurable terms	Not applicable

Details in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Manager seeking ~~appointment~~/re-appointment:

Name of Manager	Mr. Raju R. Adhia
Date of Birth & Age, Qualifications, Experience, Terms and Conditions of ~~appointment or~~ re-appointment, Details of Remuneration sought to be paid and Remuneration last drawn.	1. Designation: Manager 2. Date of Birth & Age: 10th June 1960, presently 66 years of age. 3. Date of first appointment as Manager: 01st September, 2015. 4. Existing term: 01st April 2024 up to 31st March 2027 5. Proposed term: Term of Five (5) years commencing from the date on which the resolution is approved by the Members. 6. Effective date: Date on which the resolution is approved by the Members. 7. Date of attaining age of 70 years: 10th June 2030 8. Tenure: Five (5) years commencing from the date on which the resolution is approved by the Members. 9. Remuneration: The remuneration payable to Mr. Raju R. Adhia shall be as follows: Salary: Rs.13,80,000/- per annum.
Date of first appointment on the Board	01st September, 2015
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Raju R. Adhia is a Designated Partner in Mossmark LLP, along with Ms. Vrinda Jatia, who is also a Director of the Company.
The number of Meetings of the Board attended during the year and other Directorships	He does not hold any directorships and is only a Designated Partner in Mossmark LLP (part of Promoter group).

Membership/Chairmanship of Committees of other Boards	Not applicable

Interest of Directors and Key Managerial Personnel:

Mr. Raju R. Adhia is concerned or interested in the proposed Special Resolution insofar as it relates to his re-appointment as Manager of the Company and the remuneration payable to him. Further, he is a Designated Partner in Mossmark LLP, which forms part of the Promoter Group of the Company. Except for Mr. Raju R. Adhia, none of the other Directors, Key Managerial Personnel (KMPs) of the Company, or their respective relatives is, in any manner, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the proposed re-appointment of Mr. Raju R. Adhia as Manager to be in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 1 for approval of the Members.

Item No. 2: Alteration of the Articles of Association of the Company.

The Members are informed that the Company's existing Articles of Association (the "Articles") do not presently contain a specific provision relating to the buy-back of its shares or other specified securities.

Section 68 of the Companies Act, 2013 ("Act") permits the Company to purchase its own shares or other specified securities, subject to the provisions of the Act, the rules made thereunder and the applicable regulations prescribed by the Securities and Exchange Board of India ("SEBI"). Further, Section 14 of the Act provides for alteration of the Articles of Association of the Company by way of a Special Resolution.

In order to provide the Company with the requisite enabling authority under its Articles to undertake buy-back of its shares or other specified securities, if considered appropriate in the future, and subject to obtaining such approvals as may be required under the Act and other applicable laws, it is proposed to insert a new Article 63A under the heading "BUY-BACK OF SECURITIES" after the existing Article 63 of the Articles.

The proposed Article 63A is intended to provide the Company with the requisite enabling authority under its Articles to undertake buy-back of its shares or other specified securities, from time to time, subject to the provisions of the Act, the rules made thereunder, the SEBI Act, 1992, the regulations framed by SEBI and all other applicable laws, rules, regulations, guidelines, circulars and directions, as amended from time to time.

The proposed insertion of Article 63A is an enabling provision only and does not, by itself, constitute a decision or commitment by the Company to undertake any buy-back of its shares or other specified securities. Any buy-back, if proposed in the future, shall be undertaken only after obtaining such approvals as may be required under applicable law and upon such terms and conditions, within such limits and in such manner as may be permissible under the applicable statutory and regulatory framework.

The Board of Directors, at its meeting held on 13th August, 2026 considered and approved the proposal for alteration of the Articles by inserting an enabling provision authorising the Company to undertake buy-back of its own securities, subject to the approval of the Members by way of a Special Resolution.

The proposed alteration of the Articles is therefore being placed before the Members for their approval by way of a Special Resolution pursuant to Section 14 and other applicable provisions of the Act.

A copy of the existing Articles of Association and the proposed amended Articles of Association incorporating the proposed Article 63A shall be available for inspection by the Members electronically during the period commencing from the date of dispatch of the Postal Ballot Notice up to the last date of voting. Members desirous of inspecting the same may write to the Company at secretarial@thacker.co.in.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

Item No. 3: Appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as Statutory Auditors of the Company.

M/s. P.R. Agarwal & Awasthi, Chartered Accountants, the existing Statutory Auditors of the Company, have resigned from the office of Statutory Auditors of the Company with effect from close of business hours on 13th August, 2026, resulting in a casual vacancy in the office of Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 ("Act"), such casual vacancy in the office of Statutory Auditors arising as a result of resignation of the auditor is required to be filled by the Board of Directors within thirty days of the resignation. Further, the appointment of the auditor to fill such casual vacancy is required to be approved by the Members of the Company at a general meeting convened within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 13th August, 2026, approved the appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W) ("VKB") as the Statutory Auditors of the Company, subject to approval of the Members.

VKB is a partnership firm (hereinafter referred to as the "Firm") of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") and having Firm Registration No. 101083W. The firm have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that it is eligible for appointment as Statutory Auditors under the applicable provisions of the Act and that it satisfies the criteria prescribed under Section 141 of the Act and the rules made thereunder. The firm has also confirmed that its appointment, if approved, shall be in accordance with the applicable provisions of the Act, the rules made thereunder and other applicable regulatory requirements.

The proposed appointment of VKB is effective from the date of approval of Board i.e. 13th August, 2026 till the conclusion of next AGM which will be subject to approval of members.

The remuneration payable to VKB for conducting the statutory audit of the Company, together with applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit, shall be determined by the Board of Directors in consultation with the Statutory Auditors, in accordance with the applicable provisions of the Act and the rules made thereunder.

The Board and the Audit Committee have considered the eligibility, experience, credentials and professional competence of VKB and are of the view that the proposed appointment would be in the best interests of the Company.

The Audit Committee and the Board of Directors have accordingly recommended the appointment of M/s. V K Beswal & Associates, Chartered Accountants (Firm Registration No.

101083W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.R. Agarwal & Awasthi, Chartered Accountants, for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Postal Ballot Notice for approval by the Members.

Item No. 4: To consider and approve the continuation and modification of the existing Material Related Party Transaction relating to Inter-Corporate Deposit(s)/Loan(s) with Biodegradable Products India Limited ("BPIL" or the "Borrower" and, in relation to the proposed mortgage, the "Mortgagor").

In terms of the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), approval of the Members is required for entering into Material Related Party Transactions (RPT) in accordance with the applicable provisions thereof.

The Company holds 2 equity shares, constituting 0.00% of the equity share capital of Biodegradable Products India Limited ("BPIL" or the "Borrower" and, in relation to the proposed mortgage, the "Mortgagor"). The other shareholders of BPIL are Mr. Arun Kumar Jatia, holding 11,38,983 equity shares representing 45.74% of the equity share capital, AMJ Land Holdings Limited, holding 6,75,011 equity shares representing 27.11%, 3P Land Holdings Limited, holding 6,75,011 equity shares representing 27.11%, and Chem Mach Private Limited, holding 1 equity share representing 0.00%.

Further BPIL has a valuable land of approximately 25 acres (of which approximately 22.93 acres is reflected in the 7/12 extract subject to certain canal reservation and record correction formalities) situated at Village Chande, Near Hinjewadi, Pune. Along with the Building and Plant & Machinery situated thereon the property is currently valued at approximately Rs. 152.81 Crores (Distress Value approximately Rs.122.25 Crores) as per the Valuation Report dated 23rd July, 2026 issued by the Registered Valuers M/s. A. D. Joshi Chartered Engineers & Valuers LLP. The property is considered to have continuous appreciation having regard to its location, development potential and growing proximity to urban limits. BPIL has been carrying on the business of floriculture and tissue culture at the said property and has since discontinued the business of floriculture.

The Company has been extending revolving Inter-Corporate Deposit(s) ("ICD") to BPIL, a related party of the Company, from time to time, subject to the condition that the aggregate principal amount outstanding under such ICD(s) at any point of time shall not exceed Rs.20 Crores. The existing ICD arrangement is presently unsecured.

It is proposed to modify the existing ICD arrangement by securing the Company's ICD exposure through creation, execution and/or registration, if required, of a mortgage, in such form and manner as may be legally permissible and as may be acceptable to the respective Boards of Directors of all the related-party lenders/mortgagees and BPIL, over the immovable property of BPIL. The revolving ICD arrangement is proposed to continue for a period covering five financial years, commencing from Financial Year 2026-27 and extending up to Financial Year 2030-31, subject to the aggregate principal amount outstanding under the ICD(s) arrangement at any point of time not exceeding Rs.20 Crores or such higher amount as may be approved by the Members of the Company /or other approvals as may be applicable from time to time accordance with the prevailing law. The ICD(s) shall carry interest at a rate ranging from 9% per annum to 12% per annum, as may be determined in accordance with the terms of the ICD arrangement. The interest accruing on the ICD(s), together with all costs, charges, expenses and other amounts, as may be due and payable by BPIL to the Company under the ICD arrangement, shall be in addition to the aforesaid principal amount.

The proposed mortgage may also secure the Inter-Company Loans extended/to be extended by AMJ Land Holdings Limited, 3P Land Holdings Limited, Chem Mach Private Limited and Suma Commercial Private Limited, being the other Mortgagees and related parties forming part of the promoter group of the Company, to BPIL.

The proposed mortgage, in such form and manner as may be legally permissible, shall secure the Inter-Company Loans extended/to be extended collectively by the Company and the other Mortgagees, with the aggregate amount of all obligations secured under the Mortgage Deed capped at Rs.200 Crores, inclusive of the principal amount of such Inter-Company Loans and all interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the respective Mortgagees in respect thereof. Within the aforesaid overall secured amount of Rs.200 Crores, the principal amount of the Company's ICD current exposure does not exceed Rs.20 Crores. However, the principal amount outstanding under the ICD arrangement may be increased beyond Rs.20 Crores in future only subject to obtaining such further approvals and permissions, including approval of the Members of the Company, as may be applicable at the relevant time. The interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the Company under the ICD arrangement, shall be secured in addition to such principal amount of Rs.20 Crores or such higher amount as may be approved by the Members of the Company /or other approvals as may be applicable from time to time, in accordance with the prevailing law, subject to the aforesaid overall cap of Rs.200 Crores applicable collectively to the Company and other related party lenders/Mortgagees.

The mortgage, in such form and manner as may be legally permissible, shall be created, executed and, if required, registered in favour of the Company, AMJ Land Holdings Limited as Lead Mortgagee, and the other Mortgagees jointly, with the Company and the other Mortgagees ranking pari passu in respect of the security created thereunder, for securing the aforesaid Inter-Company Loans and all interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the respective Mortgagees, subject to the overall secured amount under the Mortgage Deed being capped at Rs.200 Crores.

Accordingly, the approval of the Members is being sought for modification of the existing ICD arrangement with BPIL by securing the Company's ICD exposure, together with all interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the Company under the ICD arrangement, in addition to such principal amount, through creation, execution and, if required, registration of the Mortgage Deed. The Mortgage Deed will also secure on pari passu basis the Inter-Company Loans of the other Mortgagees, with the aggregate amount of all obligations secured thereunder being capped at Rs.200 Crores, inclusive of principal, interest, costs, charges, expenses and other amounts secured thereunder.

The security proposed to be created pursuant to the proposed Mortgage Deed shall remain in force until satisfaction of the ICD arrangement and full discharge of all amounts secured under the Mortgage Deed, in accordance with the terms thereof.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 13th August, 2026, considered, reviewed and approved the proposed transaction, subject to the approval of the Members of the Company.

The Audit Committee and the Board of Directors have also reviewed the certificate furnished by the Director and Chief Financial Officer of the Company, as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (RPT Industry Standards) issued by the SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, which, inter alia, confirms that the proposed Material Related Party Transaction is in the interest of the Company and sets out the justification for the transaction, the basis for determination of pricing and the material terms and conditions thereof. The proposed transaction is in the ordinary course of business of the Company and at arm's length basis.

Further, the requisite approval of the Members of the Company under Section 186 of the Companies Act, 2013 ("Act") was obtained at the 136th Annual General Meeting held on 29th September, 2014, the results of which were declared on 01st October, 2014. Subsequently, the requisite approval of the Members of the Company under Section 185 of the Act and the rules made thereunder was obtained at the 142nd Annual General Meeting of the Company held on 13th August, 2020, the results of which were declared on 15th August, 2020. It may be noted that, further, member's approval was sought through Postal ballot Notice dated 27th October, 2025 for existing material related party transaction with M/s. Biodegradable Products India Limited, Related Party of the Company, the results of which were declared on 29th November, 2025. The aforesaid proposed transaction is in continuation of and involves modification to the existing arrangement.

For the ease of reference of the Members and other stakeholders and to provide a concise overview of the principal commercial terms of the proposed transaction, the key terms are summarised below:

Particulars	Key Terms
Related Party / Borrower / Mortgagor	Biodegradable Products India Limited ("BPIL")
Nature of Transaction	Continuation and modification of the existing revolving Inter-Corporate Deposit(s)/Loan(s) arrangement and creation of joint Security over immovable property of BPIL to secure the repayment of principal amount and interest and other costs
Transaction Period	Five financial years from FY 2026-27 to FY 2030-31
Company's Principal ICD Limit	Aggregate principal amount outstanding under the Company's ICD(s) shall not exceed Rs.20 Crores at any point of time, or such higher amount as may be approved by the Members of the Company in accordance with applicable law
Interest Rate	9% p.a. to 12% p.a., as determined in accordance with the terms of the ICD arrangement
Repayment of Each ICD	ICD's disbursed during the aforesaid period shall be repayable within 6 years from its respective date of disbursement; accordingly, its maturity may extend beyond FY 2030-31.
Interest Payment	Interest shall be paid annually within three months from the close of each financial year, in accordance with ICD arrangement
Existing Security	The existing ICD exposure is presently unsecured
Proposed Security	Joint mortgage over the immovable property of BPIL in favour of the Company and the other Mortgagees, securing the Inter-Company Loans extended/to be extended collectively by the Mortgagees

Ranking of Security	Pari passu among the Company and the other Mortgagees; AMJ Land Holdings Limited, one of the lenders shall act as Lead Mortgagee.
Other Mortgagees / Related Parties / Promoter Group Companies	AMJ Land Holdings Limited, 3P Land Holdings Limited, Chem Mach Private Limited and Suma Commercial Private Limited
Interest, Costs and Other Amounts	Interest, costs, charges, expenses and other amounts due and payable by BPIL to the Company under the ICD arrangement shall be secured in addition to the Company's principal ICD exposure, subject to the overall mortgage cap Rs.200 Crores
Overall Mortgage Cap	Aggregate obligations secured under the Mortgage Deed shall not exceed Rs.200 Crores, collectively for all Mortgagees, inclusive of principal, interest, costs, charges, expenses and other secured amounts
Purpose of ICD	Working capital, outgoings and general operational requirements of BPIL
Security/Mortgage Tenure	The security shall remain in force until full satisfaction and discharge of the ICD arrangement and all amounts secured under the Mortgage Deed

The disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated 30th January, 2026 read with SEBI Master Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, issued by the Securities and Exchange Board of India, are provided below.

Sr. No.	Particulars of the information	Information provided by the management
Part – A Minimum information of the proposed RPT, applicable to all RPTs		
A1–Basic details of the related party:		
1.	Name of the Related Party	Biodegradable Products India Limited ("BPIL" or the "Borrower" and, in relation to the proposed mortgage, the "Mortgagor")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	BPIL is primarily engaged in the business of Tissue culture lab, Plantation and Developing investment property etc
A2–Relationship and ownership of the related party:		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	• Biodegradable Products India Limited is part of the Promoter Group of the Company. • Common Directors: Mr. Arunkumar Jatia and Mr. Surendra Kumar Bansal. • Mr. Arunkumar Jatia holds 45.74% of the equity share capital of Biodegradable Products India Limited.

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- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).

- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.

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- Thacker and Company Limited holds 2 Equity Shares (0.00% of Equity Share Capital) and 5 Preference Shares (0.00% of Preference Share Capital) of Biodegradable Products India Limited.

- Biodegradable Products India Limited does not hold any shares in Thacker and Company Limited.

- The equity shareholding of BPIL is as under:

(i) Mr. Arun Kumar Jatia holds 11,38,983 equity shares, representing 45.74% of the equity share capital of BPIL.
(ii) The Company holds 2 equity shares, representing 0.00% of the equity share capital of BPIL.
(iii) AMJ Land Holdings Limited holds 6,75,011 equity shares, representing 27.11% of the equity share capital of BPIL.
(iv) 3P Land Holdings Limited holds 6,75,011 equity shares, representing 27.11% of the equity share capital of BPIL.
(v) Chem Mach Private Limited holds 1 equity share representing 0.00% of the equity share capital of BPIL.
(vi) Yashvardhan Jatia Trust holds 991 equity shares representing 0.04% of the equity share capital of BPIL.
(vii) Mr. Yashvardhan Jatia holding 1 equity share representing 0.00% of the equity share capital of BPIL.

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<td colspan="3">A3–Details of previous transactions with the related party:</td>
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<td>1.</td>
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Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year:

<table>
<tr><td>Sr. No.</td><td>Name</td><td>Nature of Transactions</td><td>FY-2025-2026 (Rs. In Lakhs)</td></tr>
<tr><td>1.</td><td>Thacker and Company Limited</td><td>Inter-corporate deposit</td><td>300.00</td></tr>
</table>

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.

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<td>

Rs.300.00

(Interest received = Rs.128.28)

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<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>

Particulars	**Amount Rs. In Lakhs**
Opening Principal Outstanding as on 01.04.2026	1500.00
ICD Given	200.00
Repayment Received	-
Balance Principal outstanding as on 30.06.2026	1700.00
Interest accrued up to 30.06.2026	34.25

</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No.</td></tr>
<tr><td colspan="3">A4–Amount of the proposed transaction(s):</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>The proposed transaction comprises the continuation and modification of the existing revolving ICD arrangement with BPIL for a period of five financial years commencing from FY 2026-27 and ending with FY 2030-31, with the aggregate principal amount outstanding under the ICD(s) extended by the Company to BPIL at any point of time not exceeding Rs.20 Crores.

The ICD(s) shall carry interest at a rate ranging from 9% per annum to 12% per annum, as may be determined in accordance with the terms of the ICD arrangement. All interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the Company under the ICD arrangement, shall be in addition to the aforesaid principal amount of Rs.20 Crores. The existing ICD exposure of the Company, together with the Inter-Company Loans extended/to be extended by the other Mortgagees, shall be secured by creation, execution and registration of a joint mortgage, in such form and manner as may be legally permissible, over the immovable property of BPIL.

The Mortgage shall be on pari passu basis with other related party lenders/mortgagees.

The current principal outstanding amounts as at 30th June 2026 due to the other related-party lenders/mortgagees from BPIL are set out below:</td></tr>
</table>

<table>
<tr><td></td><td></td><td><table><tr><td>Sr. No.</td><td>Name of other Related-Party Lenders/Mortgagees</td><td>Amount (Rs. In Lakhs)</td></tr><tr><td>1.</td><td>AMJ Land Holdings Limited</td><td>1,132.62</td></tr><tr><td>2.</td><td>3P Land Holdings Limited</td><td>2,198.71</td></tr><tr><td>3.</td><td>Chem Mach Private Limited</td><td>750.00</td></tr><tr><td>4.</td><td>Suma Commercial Private Limited</td><td>250.00</td></tr><tr><td></td><td>Total</td><td>4331.33</td></tr></table>
The aggregate amount of all obligations secured under the Mortgage Deed shall be capped at Rs.200 Crores, inclusive of the principal amount of the Inter-Company Loans and all interest, costs, charges, expenses and other amounts secured thereunder.</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>859.40%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>130.31%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Financial Performance of BPIL is as under:
<table><tr><th>Particulars</th><th>FY-2025- 2026 (Rs. In Lakhs)</th></tr><tr><td>Turnover</td><td>0.26</td></tr><tr><td>Profit After Tax</td><td>(460.26)</td></tr><tr><td>Net Worth</td><td>(3,020.52)</td></tr></table></td></tr>
<tr><td colspan="3">A5–Basic details of the proposed transaction:</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Arrangement/Contract/Agreement for Accepting/Providing Inter Corporate Deposits. Continuation and modification of the existing revolving Inter-Corporate Deposit(s)/Loan(s) arrangement with BPIL,</td></tr>
</table>

		whereby the Company may extend and/or disburse ICD(s) during the period from FY 2026-27 to FY 2030-31, with the aggregate principal amount outstanding under the Company's ICD(s) not exceeding Rs.20 Crores at any point of time, together with all interest, costs, charges, expenses and other amounts payable thereunder, and creation, execution and registration, if required, of a joint mortgage, in such form and manner as may be legally permissible, over the immovable property of BPIL, ranking pari passu with the other related-party lenders/Mortgagees, to secure the Company's ICD exposure and the Inter-Company Loans of the other Mortgagees, subject to an overall secured amount of Rs.200 Crores under the Mortgage Deed.
2.	Details of each type of the proposed transaction	The Company has been extending and proposes to continue extending revolving ICD(s) to BPIL from time to time, with the aggregate principal amount outstanding under the Company's ICD(s) at any point of time not exceeding Rs.20 Crores. The existing ICD arrangement is presently unsecured and is now proposed to be modified by securing the Company's ICD exposure through a joint mortgage over the immovable property of BPIL, jointly with the other related party lenders/Mortgagees. AMJ Land Holdings Limited, one of the Lenders, will act as the Lead Mortgagee. The proposed mortgage will secure the Inter-Company Loans extended/to be extended collectively by the Company and the other Mortgagees on pari passu basis , together with all interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the respective Mortgagees, subject to an overall secured amount of Rs.200 Crores under the Mortgage Deed.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The revolving ICD facility may be availed during the period from FY 2026-27 to FY 2030-31. The Company may lend and/or disburse ICD(s) to BPIL during the aforesaid period, subject to the applicable terms and conditions and the approved limits. Each ICD so disbursed during the aforesaid period shall be repayable within 6 years from the respective date of disbursement, in accordance with the repayment schedule and terms mutually agreed between the Company and BPIL and specified in the respective ICD documentation. Accordingly, the maturity of any ICD disbursed during the aforesaid period may extend beyond FY

		2030-31. The security proposed to be created pursuant to the Mortgage Deed shall remain in force until full satisfaction and discharge of the ICD arrangement and full discharge of all amounts due and payable by BPIL to the Company and other secured lenders/Mortgagees thereunder.
4.	Whether omnibus approval is being sought?	No.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate principal amount outstanding under the revolving ICD(s) extended/to be extended by the Company to BPIL shall not exceed Rs.20 Crores at any point of time during each of FY 2026-27, FY 2027-28, FY 2028-29, FY 2029-30 and FY 2030-31. Interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the Company under the ICD arrangement, shall be in addition to and over and above such principal amount. The joint mortgage shall secure on pari passu basis the Inter-Company Loans extended/to be extended collectively by the Company and the other Mortgagees, subject to an overall secured amount of Rs.200 Crores under the Mortgage Deed.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is in the interest of the Company as it relates to modification of the existing revolving ICD arrangement with BPIL by securing the Company's present and future ICD exposure, which is presently unsecured, thereby enhancing the Company's security and protection in respect of the amounts outstanding under the ICD. The ICD supports the working capital and operational requirements of BPIL Remaining shares are held by Promoter and other Promoter Group Companies including listed Companies. BPIL holds approximately 22.93 acres of valuable land near Hinjewadi, Pune, which is proposed to be mortgaged as security for the Inter-Company Loans of the Company and of the other related parties as lenders and Mortgagees. The proposed mortgage will provide the Company, with security over the said immovable property, ranking pari passu with the other Mortgagees, and thereby strengthen the Company's position for recovery of the amounts outstanding under the ICD.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	Common Directors: Mr. Arun Kumar Jatia and Mr. Surendra Kumar Bansal
	a. Name of the director / KMP	Mr. Arun Kumar Jatia and Mr. Surendra Kumar Bansal
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Arun Kumar Jatia holds 45.74% of the equity share capital of BPIL. Mr. Surendra Kumar Bansal doesn't hold any shares in BPIL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Yes. The valuation report is accessible on the website of the Company at www.thacker.co.in.
9.	Other information relevant for decision making.	BPIL holds approximately 22.93 acres of land at Village Chande, near Hinjewadi, Pune. While BPIL is currently loss-making and has a negative net worth, the said landholding provides potential for future growth and value creation. The proposed modification of the existing ICD arrangement by creation of a mortgage over the immovable property will provide security for the Company's existing revolving ICD exposure, which is presently unsecured. The mortgage will be created jointly in favour of the Company, and the other Mortgagees, namely AMJ Land Holdings Limited, 3P Land Holdings Limited, Chem Mach Private Limited and Suma Commercial Private Limited, ranking pari passu among the Mortgagees. The proposed transaction does not adversely affect or prejudice the interests of any other company involved in and connected with the proposed transaction. A draft of the proposed Mortgage Deed is available for inspection by the Members on the Company's website at www.thacker.co.in and may be subject to changes before its execution and, if required, registration.
PART–B - Information to be provided *only* if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.		
B–(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing*	Own Internal Accruals

	finance companies.	
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	The Company is not incurring any financial indebtedness for extending the amount and proposed ICD(s), and the same are being funded from its own internal accruals.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	N.A.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than 9% p.a. and up to 12% p.a., as may be determined by the Board of Directors of the Company in accordance with the terms of the ICD arrangement.
5.	Maturity / due date	The revolving ICD facility may be availed during the period from FY 2026-27 to FY 2030-31. Each ICD disbursed during the aforesaid period shall be repayable within 6 years from the respective date of disbursement, Accordingly, the maturity of any ICD disbursed during the aforesaid period may extend beyond FY 2030-31. The security shall remain in force until termination/satisfaction of the ICD arrangement and full discharge of all amounts secured under the Mortgage Deed.
6.	Repayment schedule & terms	The principal amount of each ICD shall be repayable within 6 years from the respective date of disbursement, in accordance with the repayment schedule mutually agreed between the Company and BPIL and specified in the respective ICD documentation. The repayment schedule may provide for annual instalments or such other instalment structure as may be mutually agreed between the Company and BPIL and specified in the respective ICD documentation. Interest shall be paid annually within three months from the close

		of each financial year, in accordance with the terms of the respective ICD documentation.
7.	Whether secured or unsecured?	Proposed to be secured. The existing ICD exposure is presently unsecured and is proposed to be secured by creation, execution and registration of a joint mortgage over the immovable property of BPIL in favour of AMJ Land Holdings Limited, as Lead Mortgagee, jointly with the other Mortgagees, ranking pari passu inter se the Mortgagees. The mortgage shall secure the principal amount of the Company's ICD exposure up to Rs.20 Crores or such higher amount as may be approved by the Members of the Company /or other approvals as may be applicable from time to time, in accordance with the prevailing law, together with all interest, costs, charges, expenses and other amounts, as may be due and payable by BPIL to the Company under the ICD arrangement, in addition to such principal amount, subject to the overall secured amount of Rs.200 Crores under the Mortgage Deed. **Details of Property Proposed to be Secured are as under:** ALL THAT piece and parcel of land bearing Survey No. 298 admeasuring 92,800 square metres equivalent to approximately 22.93 acres together with all structures, buildings, erections, fixtures and improvements standing and to stand thereon, and all easements, rights, appurtenances, and hereditaments thereunto belonging or in any way appertaining, situate, lying and being at Village Chande, Taluka Mulshi, District Pune, Maharashtra, India.
8.	If secured, the nature of security & security coverage ratio	**Nature of Security:** Joint mortgage over the immovable property of BPIL situated at Village Chande, Near Hinjewadi, Pune, to be created, executed and, if required, registered in favour of AMJ Land Holdings Limited, as Lead Mortgagee, jointly with the Company and other Mortgagees, ranking *pari passu inter se* the Mortgagees. The mortgage shall secure the Inter-Company Loans extended/to be extended collectively by all the Mortgagees, together with all interest, costs, charges, expenses and other amounts payable by BPIL in respect thereof, subject to an overall secured

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<tr><td></td><td></td><td>amount of Rs.200 Crores under the Mortgage Deed. The Company's principal ICD exposure currently as permitted by shareholders shall not exceed Rs.20 Crores, together with all interest, costs, charges, expenses and other amounts payable by BPIL to the Company under the ICD arrangement.

Security coverage ratio:
<table>
<tr><th>Basis</th><th>Coverage</th></tr>
<tr><td>All outstanding borrowings by BPIL together with interest as on 31.03.2026</td><td>59.76 Crores</td></tr>
<tr><td>Book value of assets as on 31.03.2026</td><td>36.06 Crores</td></tr>
<tr><td>Security Coverage Ratio</td><td></td></tr>
<tr><td>i) at book value</td><td>0.60 times</td></tr>
<tr><td>ii) at distress value</td><td>2.04 times</td></tr>
</table>
Note: The amount of Rs.200 Crores represents the overall cap on the aggregate obligations secured under the joint Mortgage in respect of all the Mortgagees collectively and does not represent the amount of the Company’s ICD exposure. The Company’s principal ICD exposure shall not exceed Rs.20 Crores, with interest, costs, charges, expenses and other amounts due and payable by BPIL to the Company being secured in addition to such principal amount, subject to the overall Rs.200 Crores cap.</td></tr>
<tr><td>9.</td><td>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.</td><td>To meet the working capital and outgoings and general operational requirements of BPIL.</td></tr>
<tr><td colspan="3">PART–C - Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B</td></tr>
<tr><td colspan="3">C1–Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.</td></tr>
<tr><td>1.</td><td>Latest credit rating of the related party.

Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</td><td>No credit rating has been availed by BPIL.</td></tr>
<tr><td>2.</td><td>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.

Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.

In addition, state the following:</td><td>There have been no defaults in borrowings by BPIL during FY 2025-26, FY 2024-25 and FY 2023-24. Further, the account of BPIL has not been classified as an NPA by any of its bankers, BPIL has not been declared a wilful defaulter, no insolvency resolution or liquidation proceedings are pending or subsisting against BPIL, and BPIL does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy</td></tr>
</table>

	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed. FY2025-2026 FY2024-2025 FY2023-2024	Code, 2016.

The Resolution at Item No. 4 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except mentioned above are concerned or interested, monetarily or otherwise, in proposed Ordinary Resolution.

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

Date: 13.08.2026
Place: Mumbai

Siddhi Kul
Company Secretary and Compliance Officer
(ICSI Membership No.: A76672)