Indo Thai
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Indo Thai Securities Ltd.

CIN : L67120MP1995PLC008959
Corporate Member : NSE | BSE | MSEI | DP-CDSL | MCX | NCDEX

Date: 4th September, 2019

To,	To,
The Listing Department **BSE Limited** Department of Corporate Affairs Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	The Listing Department **National Stock Exchange of India Ltd.** Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051

Dear Sir/Madam,

Subject : Notice of the 25th Annual General Meeting
Reference : ISIN - INE337M01013; Scrip Id - 533676; Scrip Code - INDOTHAI

In compliance of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 25th Annual General Meeting of the Company will be held on Saturday, 28th September, 2019 at 12:00 P.M. at Brilliant Convention Centre, Plot No. 5, Scheme No. 78 - II, Vijay Nagar, Indore, Madhya Pradesh - 452010.

The schedule of events is set out below:

Events	Date	Time
Cut-off date for e-voting	21st September, 2019	-
Book closure	22nd September, 2019 to 25th September, 2019 (both days inclusive)	-
Commencement of e-voting	24th September, 2019	09:00 A.M.
End of e-voting	27th September, 2019	05:00 P.M.
Annual General Meeting	28th September, 2019	12:00 P.M.
Dividend payment date	On or after 28th September, 2019	-

Please find enclosed the Notice convening the 25th Annual General Meeting of the Company. The same will also be made available at our website: www.indothai.co.in.

This is for your information and record.

Thanking you,

Yours truly,

For Indo Thai Securities Limited

INDO THAI SECURITIES LTD. INDORE

Sanjay Kushwah
(Company Secretary cum Compliance Officer)
Membership No.: A49437

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting ("AGM" or "Meeting") of the Members of INDO THAI SECURITIES LIMITED (the "Company") will be held on Saturday, 28th September, 2019 at 12:00 P.M. at Brilliant Convention Centre, Plot No. 5, Scheme No.78-II, Vijay Nagar, Indore (M.P.), to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements :

To consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors (the "Board") and Auditors thereon.

Item No. 2 - Declaration of Dividend :

To declare a final dividend of Re. 1/- per equity share of Rs. 10/- each (i.e. at the rate of 10% on the face value) for the financial year ended 31st March, 2019.

Item No. 3 - Appointment of Mr. Parasmal Doshi, as a Director, Liable to Retire by Rotation:

To appoint a Director in place of Mr. Parasmal Doshi (DIN:00051460), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS :

Item No. 4 - Re-appointment of Mr. Om Prakash Gauba as an Independent Director of the Company :

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the rules framed there under read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Om Prakash Gauba (DIN: 00059231), a Non-executive Director of the Company, who was appointed as an Independent Director at the Annual General Meeting of the Company held on 20th September, 2014, for a term of 5 (five) consecutive years be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from 20th September, 2019.

Item No. 5 - Re-appointment Mr. Sunil Kumar Soni as an Independent Director of the Company :

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the rules framed there under read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sunil Kumar Soni (DIN: 00508423), a Non-executive Director of the Company, who was appointed as an Independent Director at the Annual General Meeting of the Company held on 20th September, 2014, for a term of 5 (five) consecutive years be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from 20th September, 2019 .

Item No. 6 - Re-appointment of Mrs. Shobha Santosh Choudhary as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the rules framed there under read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Shobha Santosh Choudhary (DIN: 06934418), a Non-executive Director of the Company, who was appointed as an Independent Director at the Annual General Meeting of the Company held on 20th September, 2014 for a term of 5 (five) consecutive years be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from 20th September, 2019.

Date : 31st August, 2019
Place : Indore

By order of the Board of Directors
Indo Thai Securities Limited

Registered Office:
"Capital Tower", 2nd Floor, Plot Nos. 169A-171,
PU-4, Scheme No.-54, Indore - 452010, Madhya Pradesh
CIN: L67120MP1995PLC008959
Tel.: 0731-4255800
Website: www.indothai.co.in; Email: compliance@indothai.co.in

Sanjay Kushwah
(Company Secretary cum Compliance Officer)

NOTES:

1. Statement pursuant to section 102(1) of the Companies Act 2013 and rules framed there under, in respect of special business under item nos. 4, 5, 6 set out in the Notice are annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. The instrument appointing the proxy, to be effective, should, however be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than forty-eight hours before the commencement of the Meeting.**
3. **A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked. The holder of proxy shall prove his identity at the time of attending the Meeting**
4. Attendance slip, Proxy Form and a Route Map showing directions to reach the venue of the AGM is given at the end of the Notice as per the requirements of "Secretarial Standard – 2" on General Meetings.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Corporate Members intending to send their authorized representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
7. Members, Proxies and Authorized Representatives are requested to bring their copies of Annual Report to the Meeting. Members who hold shares in dematerialized form are requested to bring their depository account number for easier identification and recording of the attendance at the Meeting. Members are requested to kindly hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the Meeting hall where the AGM is proposed to be held. Members are requested to quote Registered Folio/Client Id and DP Id in all their correspondence.
8. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
9. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and public holidays, during business hours up to the date of the Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
11. The business set out in the Notice may be transacted through electronic voting system ("e-voting") and the Company is providing facility for the same. A facility for voting by poll will also be made available to the Members attending the Meeting. Instructions and other information relating to e-voting and ballot paper voting are given in this Notice under Note No. 23.
12. Securities and Exchange Board of India ("SEBI") & Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. The Companies Act, 2013 (the "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permit Companies to send soft copies of the Annual Report to all those Shareholders who have registered their e-mail addresses with the Company's Registrar and Share Transfer Agent/Depository Participant(s).

    To support this green initiative, the Annual Report for 2018-19, Notice for Annual General Meeting, Attendance Slip, Proxy Form, etc., are being sent in electronic mode to Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purpose unless any Member has requested for physical copy of the same.

    This will help us in prompt sending of Notices, Annual

Reports and other Shareholder communications in electronic form. For Members whose email addresses are not available with the Company's Registrar and Share Transfer Agent/Depository Participant(s), physical copy of the Annual Report for the financial year 2018-19, the Notice of 25th Annual General Meeting, etc. are being sent in the permitted mode.

13. Please note that the Annual Report 2018-19 and the Notice of 25th Annual General Meeting are also hosted on the Company's website www.indothai.co.in for download.
14. The submission of Permanent Account Number ("PAN") and bank account details of all securities holders holding securities in physical form to the Company/Bigshare Services Pvt. Ltd. (Registrar and Share Transfer Agent). Members holding shares in electronic form are also requested to submit/update their PAN and bank account details to their Depository Participants with whom they are maintaining their Demat accounts.
15. Members holding shares in electronic form are requested to intimate immediately any change in their address, e-mail address, contact details to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are also requested to direct any change in their address, e-mail address, and contact details immediately to the Company/ Bigshare Services Pvt. Ltd.
16. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filed to Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
17. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and "Secretarial Standard – 2" on General Meetings issued by the Institute of Company Secretaries of India, of the Director seeking re-appointment, are annexed hereto.
18. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, 22nd September, 2019 to Wednesday, 25th September, 2019 (both days inclusive) and the dividend as may be declared shall be payable to Members of the Company whose names appear::
    a) As Beneficial Owners as at the end of business hours on Saturday, 21st September, 2019 as per the download to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., in respect of the shares held in electronic form; and
    b) As Members in the Register of Members of the Company as on Saturday, 21st September, 2019 in respect of the shares held in physical form.

    Subject to the provisions of the Act, dividend on equity shares, as recommended by Board, if declared at the Meeting, will be credited/dispatched on or after Saturday, 28th September, 2019.
19. The Securities and Exchange Board of India and Reserve Bank of India ("RBI") have advised all listed companies to mandatorily use the National Electronic Clearing Services (NECS) facility wherever possible for dividend payment to the Shareholders. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, Bigshare Services Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. For the shares held in physical form, the Bank particulars may be sent to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company. For electronic shares, the Members are requested to direct change in relevant information to the concerned Depository Participant with whom the demat account is operational. In the absence of electronic credit facility, the bank account details, if available, will be printed on the Dividend Warrants/Demand Drafts. Members holding shares in dematerialized form must give instructions, regarding bank accounts in which they wish to receive dividend, to their respective Depository Participant.
20. In terms of provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, read with relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the

date of transfer to the 'Unpaid Dividend Account' of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.

However, there was no such amount required to be transferred into Investor Education and Protection Fund (IEPF), during the year 2018-19. Please be informed that the due months for transferring the unclaimed final dividend for the financial year ended 31st March, 2015, 31st March, 2016, 31st March, 2017 and 31st March, 2018 to Investor Education and Protection Fund is September, 2022, September, 2023, September, 2024 and September, 2025 respectively. The Shareholders who have not yet encashed their final dividend for the financial years 2014-15, 2015-16, 2016-17 and 2017-18 are requested to make their claim to Company's Registrar and Share Transfer Agent.

The Company will upload the details of unpaid and unclaimed dividend amounts lying with the Company for the financial year 2014-15, 2015-16, 2016-17 and 2017-18 as on 28th September, 2019 (date of ensuing Annual General Meeting) on the website of the Company (www.indothai.co.in).

21. Members are requested to send queries, if any, related to accounts, to the Company at least 10 (Ten) days before the date of Annual General Meeting so that the answers may be made readily available at the Meeting. Members seeking any information or clarification on Annual Report 2018-19 are requested to send their queries to the Company not less than 7 (Seven) days before the AGM to enable the Company to compile the information and provide replies at the Meeting.

22. Non-Resident Indian Members are requested to inform Bigshare Services Private Limited immediately of :
    a. Change in their residential status on return to India for permanent settlement.
    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.

23. **Instructions for e-voting and ballot paper voting:**
    a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set forth in the Notice of the 25th Annual General Meeting, scheduled to be held on Saturday, 28th September, 2019 at 12.00 P.M., may be transacted through such electronic voting (**"remote e-voting"**). The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("CDSL").
    b) Members whose names are recorded in the Register of Members maintained by the Depositories as on the Cut-off date i.e. Saturday, 21st September, 2019, shall be entitled to avail the facility of remote e-voting or voting through Ballot Form or Poll at the AGM. Any recipient of the Notice who is not a Member as on the Cut-off date shall treat this Notice as intimation only.
    c) A person, who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date shall be entitled to exercise his/ her vote either electronically i.e. remote e-voting or voting through Ballot Form or Poll at the AGM by following the procedure mentioned in this part.
    d) The remote e-voting will commence on Tuesday, 24th September, 2019 at 9.00 A.M. and will end on Friday, 27th September, 2019 at 5.00 P.M. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Saturday, 21st September, 2019, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
    e) Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
    f) For the benefit of Members who do not have access to remote e-voting facility, a Ballot Form is annexed hereto to enable them to send their assent or dissent by post. Members may send the duly completed Ballot Papers so as to reach the Scrutinizer appointed by the Board of Directors of the Company.

    Any Person who becomes a Member after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, 21st September, 2019 have the option to request for copy of the Ballot Form by sending an email to compliance@indothai.co.in or investor@bigshareonline.com by mentioning their Folio No./ DP Id and Client Id No. Ballot form received after 27th September, 2019 (5.00 P.M.) will be treated as invalid.

The facility for voting through Polling Paper shall also be made available at the AGM and the Members attending the Meeting who have not already cast their votes by remote e-voting or by Ballot Form shall be able to exercise their right at the Meeting through Poll Paper. The Members who have already cast their vote by remote e-voting or Ballot Form prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their vote again.

A Member can opt only one mode of voting i.e. either through remote e-voting or by Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot Form shall be treated as invalid.

g) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 21st September, 2019.

h) The Company has appointed M/s Kaushal Ameta & Co., Practicing Company Secretaries, Indore (holding Fellow Membership No. 8144 and Certificate of Practice No. 9103) to act as the Scrutinizer for conducting the remote e-voting process, voting through Ballot Form & voting through Poll Paper at the AGM, in a fair and transparent manner and consent to be appointed as the same has been communicated to the Company.

i) The instructions for Members for voting electronically are as under :-

(i) The voting period begins on Tuesday, 24th September, 2019 at 9.00 A.M. and ends on Friday, 27th September, 2019 at 5.00 P.M. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders / Members.

(iv) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below :

For Members holding shares in demat form and physical form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ▸ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. ▸ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ▸ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for

resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN for the relevant <INDO THAI SECURITIES LIMITED> on which you choose to vote.

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

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

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

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

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

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

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians.**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

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

In case of Members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on Tuesday, 24th September, 2019 at 9.00 A.M. and ends on Friday, 27th September, 2019 at 5.00 P.M .During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 21st September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

24. The Scrutinizer, after scrutinizing the votes cast at the Meeting (poll), postal ballot (in lieu of e-voting) & through remote e-voting along with votes cast through Ballot Form will in the presence of at least 2 (Two) witnesses not in the employment of the Company and, not later than 3 (three) days of conclusion of the Meeting, make a consolidated

Scrutinizer's Report and submit the same to the Chairman. The Results on the resolutions will be declared not later than forty eight hours of conclusion of the AGM.

25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL immediately after the result are declared by the Chairman or any other person authorized by the Chairman and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
26. Subject to receipt of the requisite number of votes in favour, the resolution will be deemed to be passed on the date of the Annual General Meeting i.e. Saturday, 28th September, 2019.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, at the 20th Annual General Meeting held on 20th September, 2014, Mr. Om Prakash Gauba (00059231) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Since, Mr. Om Prakash Gauba will complete his initial term as an Independent Director of the Company on 19th September, 2019. He is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on Saturday, 31st August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Director, the approval of the Members of the Company be and is hereby sought for re-appointment, Mr. Om Prakash Gauba as an Independent Non-Executive Director of the Company, for the second term of 5 (five) Consecutive years w.e.f. 20th September, 2019, who will attain the age of 75 (Seventy Five) years on 26th April, 2024, during the above term of re-appointment, the continuation of such appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. Further, Mr. Om Prakash Gauba shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from, Mr. Om Prakash Gauba being eligible for re-appointment as an Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from, Mr. Om Prakash Gauba confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time, Mr. Om Prakash Gauba is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of, Mr. Om Prakash Gauba as an Independent Director of the Company.

No other Director/ Key Managerial Personnel/ their relatives are interested and concerned in the Resolution mentioned at Item No. 4 in the Notice.

Item No. 5

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, at the 20th Annual General Meeting held on 20th September, 2014, Mr. Sunil Kumar Soni (00508423) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Since, Mr. Sunil Kumar Soni will complete his initial term as an Independent Director of the Company on 19th September, 2019. He is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on Saturday, 31st August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Director, the approval of the Members of the Company be and is hereby sought for re-appointment, Mr. Sunil Kumar Soni as an Independent Non-Executive Director of the Company, for the second term of 5 (five) Consecutive years w.e.f. 20th September, 2019. Further, Mr. Sunil Kumar Soni shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from, Mr. Sunil Kumar Soni being eligible for re-appointment as an Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from, Mr. Sunil Kumar Soni confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time, Mr. Sunil Kumar Soni is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of, Mr. Sunil Kumar Soni as an Independent Director of the Company.

No other Director/ Key Managerial Personnel/ their relatives are interested and concerned in the Resolution mentioned at Item No. 5 in the Notice.

Item No. 6

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, at the 20th Annual General Meeting held on 20th September, 2014, Mrs. Shobha Santosh Choudhary (06934418) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Since, Mrs. Shobha Santosh Choudhary will complete her initial term as an Independent Director of the Company on 19th September, 2019. She is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on Saturday, 31st August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on her skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by her during her tenure and outcome of performance evaluation of the Independent Director, the approval of the Members of the Company be and is hereby sought for re-appointment, Mrs. Shobha Santosh Choudhary as an Independent Non-Executive Director of the Company, for the second term of 5 (five) Consecutive years w.e.f. 20th September, 2019. Further, Mrs. Shobha Santosh Choudhary shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from, Mrs. Shobha Santosh Choudhary being eligible for re-appointment as Independent Director for the second term providing her consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from, Mrs. Shobha Santosh Choudhary confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time, Mrs. Shobha Santosh Choudhary is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act,

2013, as amended from time to time. In the opinion of the Board, they fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of, Mrs. Shobha Santosh Choudhary as an Independent Director of the Company.

No other Director/ Key Managerial Personnel/ their relatives are interested and concerned in the Resolution mentioned at Item No. 6 in the Notice.

Date : 31st August, 2019
Place : Indore

By order of the Board of Directors
Indo Thai Securities Limited

Registered Office:
"Capital Tower", 2nd Floor, Plot Nos. 169A-171,
PU-4, Scheme No.-54, Indore - 452010, Madhya Pradesh
CIN: L67120MP1995PLC008959
Tel.: 0731-4255800
Website: www.indothai.co.in; Email: compliance@indothai.co.in

Sanjay Kushwah
(Company Secretary cum Compliance Officer)

E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number	USER ID	Password/PIN
EVSN of Indo Thai Securities Limited	- *For Members holding shares in DP of CDSL* : 16 digits Beneficiary ID - *For Members holding shares in DP of NSDL*: 8 Character DP ID followed by 8 Digits Client ID - *For Members holding shares in Physical Form*: Folio Number registered with the Company	PAN and DOB (date of birth) or Bank Details as recorded in demat account or in the company records.

*Note: For further details please refer '**Instructions for E-Voting**' given under Note No. 23 to Notice to ensuing AGM.*

ANNEXURE TO NOTICE OF AGM

Brief Profile of Directors seeking Re-Appointment:

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Parasmal Doshi	Mr. Sunil Kumar Soni	Mr. Om Prakash Gauba	Mrs. Shobha Santosh Choudhary
Date of Birth	05.07.1957	05.03.1958	26.04.1949	25.06.1958
Date of First Appointment on Board	01.10.2010	28.03.2002	29.01.2005	20.09.2014
DIN	00051460	00508423	00059231	06934418
Qualifications	Chartered Accountant, Bachelor of Commerce, Master of Business Administration and passed various modules of NCFM, BCSM, NISM, MCCP	Master of Commerce	Master of Commerce passed the NCFM Modules of Capital Market (Dealers) Module, Derivatives Market (Dealers) Module and Currency Derivatives Module of NISM	Bachelor of Science (Mathematics), Bachelor of Education, Master of Arts (Music), Master of Philosophy (Music).
Expertise in specific functional areas	Capital & Derivative Market Analysis, Industrial Analysis, Sectorial Economics, Real Estate and Commodity Market, Finance and Management	Mining Business	Finance, Banking & General Administration	Banking & General Administration
Terms and Conditions of Appointment/ Re-Appointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting at 28th September, 2019 read with explanatory statement thereto, Mr. Parasmal Doshi, Director, liable to retire by rotation, is proposed to be re-appointed as a whole time Director cum Chief Financial Officer.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting at 28th September, 2019 read with explanatory statement thereto, Mr. Sunil Kumar Soni is proposed to be re-appointed as an Independent Director.	As per the resolution at item no. 4 of the Notice convening Annual General Meeting at 28th September, 2019 read with explanatory statement thereto, Mr. Om Prakash Gauba is proposed to be re-appointed as an Independent Director.	As per the resolution at item no. 6 of the Notice convening Annual General Meeting at 28th September, 2019 read with explanatory statement thereto, Mrs. Shobha Santosh Choudhary is proposed to be re-appointed as an Independent Director.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	Indo Thai Realties Ltd.	Indo Thai Globe Fin (IFSC) Ltd.	Indo Thai Realties Ltd.	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Committee)	NIL	NIL	NIL	NIL
Number of shares held in the Company	1165900	NIL	NIL	NIL
Inter-se relationships between Directors	Brother of Mr. Dhanpal Doshi	NIL	NIL	NIL

**Status as on 31st March, 2019*

NOTES

NOTES

Indo Thai Securities Limited

Registered Office : "Capital Tower", 2nd Floor, Plot Nos. 169A-171,
PU-4, Scheme No. 54, Indore-452010, (M.P.)
CIN : L67120MP1995PLC008959; **Ph :** 0731-4255800
Website : www.indothai.co.in; **Email :** indothaigroup@indothai.co.in

ATTENDANCE SLIP

DP ID									**Regd. Folio No.**	
Client ID									**No. of Shares held**	

Name of Shareholder	
Registered Address	

I/We hereby record my/our presence at the **25th Annual General Meeting** of the Company to be held on Saturday, 28th September, 2019 at 12:00 P.M. at Brilliant Convention Centre, Plot No. 5, Scheme No. 78 - II, Vijay Nagar, Indore, Madhya Pradesh, 452010.

Name of Member / Representative / Proxy : _____

Signature of Member / Representative / Proxy : _____

Note:
- Please fill and sign this Attendance Slip and hand it over at the entrance of the meeting hall.
- Only the Member/Proxy holder can attend the meeting.

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Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	

DP ID									**Regd. Folio No.**	
Client ID									**Email ID**	

I/We, being the Member(s) of.....shares of Indo Thai Securities Limited, hereby appoint :

1) _____ of _____ having e-mail Id _____ Signature _____ ,or failing him

2) _____ of _____ having e-mail Id _____ Signature _____ ,or failing him

3) _____ of _____ having e-mail Id _____ Signature _____ ,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting** of the Company, to be held on Saturday, 28th September, 2019 at Brilliant Convention Centre, Plot No. 5, Scheme No. 78 - II, Vijay Nagar, Indore, Madhya Pradesh, 452010 and at any adjournment thereof in respect of resolutions as are indicated below:

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

S.No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Financial Statements		
2.	Declaration of Dividend		
3.	Appointment of Mr. Parasmal Doshi, as a Director, liable to retire by rotation		
4.	Re-appointment of Mr. Om Prakash Gauba as an Independent Director of the Company		
5.	Re-appointment of Mr. Sunil Kumar Soni as an Independent Director of the Company		
6.	Re-appointment of Mrs. Shobha Santosh Choudhary as an Independent Director of the Company		

Signed this _____ day of _____ 2019

_____
Signature of Member

Affix Revenue Stamp

_____
Signature of First Proxy holder

_____
Signature of Second Proxy holder

_____
Signature of Third Proxy holder

NOTE:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not to be Member of the Company.
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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BALLOT FORM

(In lieu of Remote E-voting)

Serial No* : Member's Registered Folio No./DP ID&Client ID

1. Name(s) of the Member(s) including joint Holder(s) if any (IN BLOCK LETTERS) : _____

2. Postal Address of the Member : _____

3. Registered Folio No. /DP ID & Client ID* : _____
   (*Applicable to Members Holding Shares in demat form)

4. Number of share(s) held : _____

I/ We hereby exercise my/our vote in respect of the resolutions set out in the Notice of the 25th Annual General Meeting of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No	Description	Type of Resolution	No. of Shares	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1.	Adoption of Financial Statements	Ordinary			
2.	Declaration of Dividend	Ordinary			
3.	Appointment of Mr. Parasmal Doshi, as a Director, liable to retire by rotation	Ordinary			
4.	Re-appointment of Mr. Om Prakash Gauba as an Independent Director of the Company	Special			
5.	Re-appointment of Mr. Sunil Kumar Soni as an Independent Director of the Company	Special			
6.	Re-appointment of Mrs. Shobha Santosh Choudhary as an Independent Director of the Company	Special			

(Signature of the Member)

Place :

Date :

*Member's Registered Folio No./DP ID/Client ID shall be considered as Serial No. of Ballot Form for respective Member.

Note:

Please read the instructions printed overleaf carefully before exercising your vote.

PROCESS, MANNER AND INSTRUCTIONS FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

1. This Ballot form is provided for the benefit of Members who do not have access to remote e-voting facility and the Members can opt for only one mode i.e. either through remote e-voting or by ballot. If a Member casts vote by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
2. For detailed instructions on remote e-voting, please refer to the point no. 23 **'Instruction for E-voting'** given under Notice of Annual General Meeting.
3. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the Resolutions forming part of the Notice convening the Annual General Meeting of the Company.
4. Voting rights are reckoned on the basis of the shares registered in the name of the Members/Beneficial Owner as on Saturday, 21st September, 2019.
5. Please complete and sign the Ballot Form and return the form in the self-addressed Business Reply Envelope so as to reach the Scrutinizer appointed by the Board of Directors of the Company on or before 27th September, 2019 (5:00 P.M.).
6. The form should be signed by the Member as per the specimen signature registered with the Depositories/Registrar & Share Transfer Agent. In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
7. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified. Valid Ballot Forms received by the Scrutinizer shall only be considered.
9. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website www.indothai.co.in and on the website of the Central Depository Services (India) Limited https://www.evotingindia.com within 3 (three) days of the passing of the Resolutions at the Annual General Meeting of the Company and will be communicated to the Stock Exchanges where the shares of the Company are listed.
10. For any queries related to Ballot Form or for request of Duplicate Form, you can send an email to compliance@indothai.co.in, further provided that the duplicate Ballot Forms shall reach the Scrutinizer on or before 27th September, 2019 (5:00 P.M.).

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Website : www.indothai.co.in; **Email :** indothaigroup@indothai.co.in

Date: 31st August, 2019

Dear Member,

Re: Green Initiative in Corporate Governance : Go Paperless

The Ministry of Corporate Affairs (''Ministry''), Government of India, has taken a ''Green Initiative in Corporate Governance'' by allowing paperless compliances by companies through electronic mode. In accordance with the Circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, companies can now send various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Director's Report, Auditor's Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment.

This is also a golden opportunity for every shareholder of the Indo Thai Securities Limited to contribute to Green Initiative of the Ministry of Corporate Affairs. All you need to do is to register your e-mail address in the format given below.

1. If you are holding shares in demat form, register your e-mail with the Depository Participant (DP) with whom you are maintaining your demat account.
2. If you are holding shares in physical form, you are requested to provide e-mail address by completing the **'E-communication Registration Form'** attached hereto and return the same to:

   Bigshare Services Pvt. Ltd.,
   1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel),
   Marol Maroshi Road, Andheri East, Mumbai- 400059

We shall treat the e-mail ID as your registered e-mail ID and use it for sending documents/ notices electronically.

Also you can change your registered e-mail ID, from time to time, as explained above.

Please note that as a Member, you are always entitled to receive on request, a copy of the said documents, free of cost, in accordance with the provisions of the Companies Act, 2013.

Best regards,

For **Indo Thai Securities Limited**

Dhanpal Doshi
(Managing Director cum CEO)
DIN : 00700492

E-COMMUNICATION REGISTRATION FORM

Dear Sir,

Sub : **Registration of my e-mail address – Green Initiative in Corporate Governance**

I agree to receive the documents as referred in letter dated 31st August, 2019, in electronic mode. Please register my e-mail address in your records, being my consent towards the same.

Folio No. : _____

E-mail : _____

Name of First/ Sole Holder : _____

Signature of the First & Joint Holder(s) : _____
(as per specimen Registered)