



# Indo Thai Securities Limited

CIN : L67120MP1995PLC008959

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

**Date: 06<sup>th</sup> September, 2024**

To,  
The Listing Department  
**BSE Limited**  
Department of Corporate Affairs  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
**Scrip Id – 533676**  
**ISIN - INE337M01013**

To,  
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  
**Scrip Code – INDOTHAI**  
**ISIN - INE337M01013**

Dear Sir/Madam,

**Subject : Submission of Notice of the 30<sup>th</sup> Annual General Meeting.**

With reference to the above captioned subject, we wish to inform you that the 30<sup>th</sup> Annual General Meeting ('AGM') of the Company is scheduled to be held on Saturday, 28<sup>th</sup> September, 2024 at 12:15 PM (IST) through Video Conference (VC) /Other Audio Visual Means (OAVM), in compliance with relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') as amended from time to time.

Please find enclosed Notice convening the 30<sup>th</sup> AGM which is also uploaded on the Company's website at [www.indothai.co.in](http://www.indothai.co.in) and the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

Further, we are submitting the above said information in XBRL mode along with the submission in PDF mode.

This is for your information and record.

Thanking you,  
Yours truly,

**For Indo Thai Securities Limited**

**Shruti Sikarwar**  
(Company Secretary cum Compliance Officer)  
Membership No.: A61132

Notice is hereby given that the 30th Annual General Meeting (“AGM” or “Meeting”) of the Members of INDO THAI SECURITIES LIMITED (the “Company”) will be held on **Saturday, 28<sup>th</sup> September, 2024 at 12:15 P.M.**, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility deemed to be conducted at the Registered Office of the Company to transact the following business:

## ORDINARY BUSINESS: >>

### Item No. 1- Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of the Board of Directors (the “Board”) and Auditors thereon.

### Item No. 2 - Declaration of Dividend:

To declare a final dividend of Rs. 0.60/- per equity share of Rs. 10/- each (i.e. at the rate of 6% on the face value) aggregating the total amount of Rs. 6,000,000 for the financial year ended on 31<sup>st</sup> March, 2024.

### Item No. 3 - Appointment of Mr. Rajendra Bandi, the Director Liable to Retire by Rotation:

To consider and appoint a Director in place of Mr. Rajendra Bandi (DIN:00051441), who retires by rotation, and being eligible, offer himself for re-appointment.

## SPECIAL BUSINESS: >>

### Item No.4 - To consider the Appointment of Mr. Amber Chaurasia (DIN: 07729278) as an Independent Director of the company:

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with the recommendation of the Nomination and Remuneration Committee subject to member’s approval in the ensuing Annual General Meeting, Mr. Amber Chaurasia (DIN: 07729278), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and being eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years With effect from September 20<sup>th</sup>, 2024 designated as Non-executive Independent Director of the Company not liable to retire by rotation.

### Item No. 5 - To consider the Appointment of Mr. Dharmendra Jain (DIN: 01221034) as an Independent Director of the company:

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with the recommendation of the Nomination and Remuneration Committee subject to member’s approval in the ensuing Annual General Meeting, Mr. Dharmendra Jain (DIN: 01221034), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is being eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years With effect from September 20<sup>th</sup>, 2024 designated as Non-executive Independent Director of the Company not liable to retire by rotation.



**Item No. 6 - To consider the Appointment of Mrs. Sweta Sharma Pastaria (DIN: 10753647) as an Independent Director of the company:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with the recommendation of the Nomination and Remuneration Committee subject to member's approval in the ensuing Annual General Meeting, Mrs. Sweta Sharma Pastaria (DIN:10753647), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is being eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years With effect from September 20<sup>th</sup>, 2024 designated as Non-executive Independent Director of the Company not liable to retire by rotation.

**Item No.7- To consider the increase in the Authorized Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 12,00,00,000 (Rupees Twelve crore) divided into 1,20,00,000 (One Crore Twenty Lakh Only) Equity Shares of Rs.10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

**“V. The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen crore) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs.10/- each (Rupees Ten each).**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

**Date:** 05<sup>th</sup> September, 2024

**Place:** Indore

By order of the Board of Directors

**Indo Thai Securities Limited**

**Shruti Sikarwar**

*(Company Secretary cum Compliance Officer)*

*(Membership No. : A61132)*

**Registered Office:**

“Capital Tower”, 2<sup>nd</sup> Floor, Plot Nos. 169A-171  
PU-4, Scheme No.-54, Indore - 452010, Madhya Pradesh  
CIN: L67120MP1995PLC008959  
Tel.:0731-4255800

**Website:** [www.indothai.co.in](http://www.indothai.co.in);

**Email:** [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

## NOTES

1. In accordance with, the Ministry of Corporate Affairs ('MCA') has, vide its circular dated 28th December, 2022 and 25th September, 2023 And Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively "SEBI Circulars"), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the circulars issued by Bombay Stock Exchange (BSE), the AGM of the Company will be held through VC / OAVM. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and that the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence the Proxy Forms and Attendance Slips are not annexed hereto.

2. Route map and prominent land mark for easy location of venue of the AGM is not provided in the Annual Report since Annual General Meeting is to be held through VC/OAVM.

3. Details of Director retiring by rotation/seeking re-appointment at this meeting are provided in the Annexure to this Notice.

4. 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.

5. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the Company, by email through its registered email address to [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

6. SEBI & MCA encourage paperless communication as a contribution to greener environment. The Companies Act, 2013 (the "Act") and the Listing Regulations, 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).

In compliance with the aforesaid MCA and SEBI Circulars mentioned in point 1, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.indothai.co.in](http://www.indothai.co.in), and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

Members whose email address is not registered can register the same in the following manner:

a. Members holding share(s) in physical mode can register their e-mail ID with the Company/ RTA, Bigshare Services Private Limited; and

b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.

7. 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.

8. As required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, E-Voting facility is being provided to the Members. Details of the E-Voting process and other relevant details are being sent to the Members along with the Notice and also provided at the end of this Annual Report.

9. Members are requested to note that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended

from time to time, all equity shares of the Company on which dividend for the year 2016-17 (declared on 23rd AGM) has not been paid or claimed for 7 consecutive years or more, shall be required to be transferred by the Company, along with the said dividend, to Investor Education and Protection Fund on or after 16th October, 2024. The details of the Members, who have not encashed their dividend warrants for the earlier years and whose shares are liable to be transferred to the IEPF Authority if they do not encash their dividend prior to said date, are put on the Company's website [www.indothai.co.in](http://www.indothai.co.in) under the 'investors' Section. Hence, Members who have not encashed their dividend warrants for the earlier year/s are advised to write to the Company and Company's Registrar & Share Transfer Agent - Bigshare Services Private Limited immediately claiming their dividends declared by the Company.

10. Members are requested to note that as per Section 124(6) of the Act, read with IEPF Rules as amended, all the shares in respect of which dividend remained unpaid/unclaimed for seven consecutive years or more, are required to be transferred to the demat account of the IEPF Authority. Consequently, the Company transferred eligible equity shares during the financial year 2023-24 to the demat account of the IEPF Authority. Members are entitled to claim the same from IEPF by submitting an application in the prescribed online web-based Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed, to the Nodal Officer of the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company will upload the details of unpaid and unclaimed dividend amounts lying with the Company for the financial year 2016-17, 2017-18, 2018-19, 2020-21, 2021-22 and 2022-23 as on 31st March, 2024 on the website of the Company ([www.indothai.co.in](http://www.indothai.co.in)).

11. Applicable statutory records and all the documents referred to in the accompanying Notice of the 30th AGM shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members seeking to inspect such documents can send an e-mail to [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

13. In terms of Listing Regulations, the Securities of the listed Companies can only be transferred in dematerialized form w.e.f. 01st April, 2019. In view of the same, members are advised to dematerialize the shares held by them in physical form.

14. 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. 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.

16. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 21<sup>st</sup> September, 2024 to Tuesday, 24<sup>th</sup> September, 2024 (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 Friday, 20<sup>th</sup> September, 2024 as per the download to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic form; and
- b) As Members in the Register of Members of the Company as on Friday, 20<sup>th</sup> September, 2024 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, 28<sup>th</sup> September, 2024.

17. 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.

18. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, in accordance with the provisions of the IT Act with the Registrar and Share Transfer Agent as specified in the below paragraphs.

**For resident shareholders (Individuals),** taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2023-24 does not exceed Rs. 5,000/- and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Blank Form 15G and 15H can be downloaded from the website of the RTA viz. [www.bigshareonline.com](http://www.bigshareonline.com)

**For resident shareholders (Non- Individuals),** the TDS rates along with the required documents are provided in table below:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Insurance Companies	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable to them: 1. PAN 2. Registration certificate along with 3. Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Mutual Funds	NIL	Documentary evidence to prove that the mutual fund is a mutual fund specified under clause (23D) of section 10 of the Act and is covered under Section 196 of the Act along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Alternative Investment fund (AIF) established/ incorporated in India	NIL	Documentary evidence that the person is covered by Notification No.51/2015 dated 25 <sup>th</sup> June, 2015 (OR) Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with the following documents 1. Self-attested copy of the PAN card 2. Registration certificate 3. Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Recognized Provident Fund	NIL	Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Act, (OR) Self-attested valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees Provident Funds Act, 1952 needs to be submitted along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Approved Superannuation Fund / Approved Gratuity Fund	NIL	Self-attested copy of valid approval granted by the Commissioner needs to be submitted : a) under Rule 2 of Part B of Fourth Schedule to the Act (In case of Approved Superannuation Fund) b) under Rule 2 of Part C of Fourth Schedule to the Act (In case of Approved Gratuity Fund) along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
National Pension Scheme	NIL	Self-attested valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) granting approval to the Scheme along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Entities exempt under Section 10 of the Act	NIL	If the income is exempt under the Act, the authorized signatory shall submit the declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> duly signed with stamp affixed for the purpose of claiming exemption from TDS (entities as provided in Circular No.18 of 2017)
Corporation established by or under a Central Act/ State Act which is, under any law for the time being in force, exempt from income- tax on its income including entities in which such corporations are the beneficial shareholders	NIL	Documentary evidence that the person is covered under section 196 of the Act along with self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Benefit under Rule 37BA	Rates based on the status of the beneficial owners	In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Other resident shareholders without PAN/Invalid PAN/ Deleted PAN/ non-compliance of Section 206AB	20%	

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962;

- Copy of Tax Residency Certificate for fiscal 2023 obtained from the revenue authorities of the country of tax residence, duly attested by member;
- Self-declaration in Form 10F;
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member;

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

**Submission of Declarations and other Documents:**

Kindly note that the documents and annexures as explained above duly filled and signed can be sent by the shareholders directly to the Email ID: [tds@bigshareonline.com](mailto:tds@bigshareonline.com)

Kindly note that no communication/documents on the tax determination / deduction shall be considered post 11:59 PM (IST) of Friday, 20<sup>th</sup> September, 2024

It may be further noted that in case the tax on said Final Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you or on application of provisions of Section 206AB or on account of PAN being treated as inoperative as the PAN is not linked with Aadhaar (in case of individuals), there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

**No claim shall lie against the Company for such taxes deducted:**

*In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.*

19. Members are requested to send queries, if any, related to accounts, to the Company at least 10 (Ten) days before the date of AGM so that the answers may be made readily available at the Meeting. Members seeking any other information or clarification on Annual Report 2023-24 are requested to send their queries to the Company not less than 7 (Seven) days before the date of AGM to enable the Company to compile the information and provide replies at the Meeting.

20. 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.

**21. A. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat modes:**

Pursuant to **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below.

Further, Shareholders are advised to update their mobile number and e--mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 &amp; voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>



Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p><b>1. If you are already registered for NSDL IDeAS facility:</b> Please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2. If the user is not registered for IDeAS e-Services:</b> Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p><b>3. Visit the e-voting website of NSDL.</b> Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-2255-33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>

**B. Login method for e-Voting and joining virtual meeting for Non- Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**



i. The voting period begins on **Wednesday, 25<sup>th</sup> September, 2024 at 09:00 A.M.** and ends on **Friday, 27<sup>th</sup> September, 2024 at 05:00 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) i.e. **Friday, 20<sup>th</sup> September, 2024** 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](http://www.evotingindia.com)

iii. Click on "Shareholders" module.

iv. Now enter your User ID.

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

vii. If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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).</p>

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

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

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

xi. Click on the EVSN for 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. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@indothai.co.in](mailto:compliance@indothai.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding attending AGM and e-voting, from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

xvii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23023333.

**C. Procedure and instructions for Members attending the AGM through VC /OAVM:**

1. Members will be able to attend the AGM through VC /OAVM through CDSL e-voting system (<https://www.evotingindia.com/>) by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
2. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com/> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Facility of joining the AGM through VC /OAVM shall open 15 minutes before and close on expiry of 15 minutes from the scheduled time of the AGM.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@indothai.co.in](mailto:compliance@indothai.co.in). Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@indothai.co.in](mailto:compliance@indothai.co.in). These queries will be replied to by the company suitably by email.
5. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
6. Members who need technical assistance before or during the AGM, can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
7. Shareholders are encouraged to join the Meeting through Laptops /iPad for better experience.
8. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
9. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### D. General instructions for e-voting:

a. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (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 30<sup>th</sup> AGM, scheduled to be held on **Saturday, 28<sup>th</sup> September, 2024 at 12:15 P.M.** can 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. **Friday, 20<sup>th</sup> September, 2024**, shall be entitled to avail the facility of remote e-voting for 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 electronically i.e. remote e-voting for the AGM.

d. The remote e-voting will commence on **Wednesday, 25<sup>th</sup> September, 2024 at 09:00 A.M.** and ends on **Friday, 27<sup>th</sup> September, 2024 at 05:00 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. **Friday, 20<sup>th</sup> September, 2024**, can 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. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

g. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

h. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

i. 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. **Friday, 20<sup>th</sup> September, 2024.**

j. 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, for the AGM, in a fair and transparent manner and consent to be appointed as the same has been communicated to the Company.

#### k. **Process For Those Shareholders Whose Email Addresses Are Not Registered With The Depositories For Obtaining Login Credentials For E-Voting For The Resolutions Proposed In This Notice:**

1. In case shares are held in Physical Mode, please provide necessary details like 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 [compliance@indothai.co.in](mailto:compliance@indothai.co.in) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

2. For demat shareholders, please update your email id and mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

22. The Scrutinizer, after scrutinizing the votes cast during the voting period and at the Meeting shall 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.

23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indothai.co.in](http://www.indothai.co.in) 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.

24. Subject to receipt of the requisite number of votes in favor, the resolution will be deemed to be passed on the date of the AGM i.e. . **Saturday, 28<sup>th</sup> September, 2024.**

#### **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

As per the provisions of Section 149, 152, 160 of the Companies Act, 2013 ("Act") and The Companies (Appointment and Qualification of Directors) Rules 2014 which has come into force with effect from 1st April, 2014, and Clause 49 of Listing Agreement the Independent Directors shall hold office for a term up to five consecutive years on the Board of a company and are not liable to retire by rotation.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of **Mr. Amber Chaurasia (DIN: 07729278)**. In the opinion of the Board, Mr. Amber chaurasia fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Company has received from Mr. Amber Chaurasia:

- (i) Consent in writing to act as directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation in Form DIR-8 in term of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) A declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act 2013

In the opinion of the Board, Mr. Amber Chaurasia fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Director; and is proposed to be appointed as Independent Director for 5 (five) years from the date of 30th Annual General Meeting of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the matter related to appointment of Mr. Amber Chaurasia as Independent Directors are now being placed before the Members in General Meeting for their approval.

The Directors recommend the resolution set out in Item No. 4 of the accompanying notice for approval of members.

Except Mr. Amber Chaurasia, No other Director/ Key Manager Personnel/their relatives are interested and concerned in the Resolution mentioned at Item No. 4 in the Notice.

#### Item No. 5

As per the provisions of Section 149, 152, 160 of the Companies Act, 2013 ("Act") and The Companies (Appointment and Qualification of Directors) Rules 2014 which has come into force with effect from 1st April, 2014, and Clause 49 of Listing Agreement the Independent Directors shall hold office for a term up to five consecutive years on the Board of a company and are not liable to retire by rotation.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of **Mr. Dharmendra Jain (DIN: 01221034)**. In the opinion of the Board, Mr. Dharmendra Jain fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Company has received from Mr. Dharmendra Jain:

- (i) Consent in writing to act as directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation in Form DIR-8 in term of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) A declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act 2013

In the opinion of the Board Mr. Dharmendra Jain fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Director; and is proposed to be appointed as Independent Director for 5 (five) years from the date of 30th Annual General Meeting of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the matter related to appointment of Mr. Dharmendra Jain as Independent Directors are now being placed before the Members in General Meeting for their approval.

The Directors recommend the resolution set out in Item No. 5 of the accompanying notice for approval of members.

Except Mr. Dharmendra Jain, No other Director/ Key Manager Personnel/their relatives are interested and concerned in the Resolution mentioned at Item No. 5 in the Notice.

#### Item No. 6

As per the provisions of Section 149, 152, 160 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, and Clause 49 of listing Agreement the Independent Directors shall hold office for a term up to five consecutive years on the Board of a company and are not liable to retire by rotation. Further as per the special provisions under Section 149 read with rule 3 of The Companies (Appointment and Qualification of Directors) Rules 2014, every listed company shall appoint at least one woman director.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of **Mrs. Sweta Sharma Pastaria (DIN:10753647)**. In the opinion of the Board, Mrs. Sweta Sharma Pastaria fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Company has received from Mrs. Sweta Sharma Pastaria :

- (i) Consent in writing to act as directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation in Form DIR-8 in term of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect they are not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, and
- (iii) A declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act 2013

In the opinion of the Board Mrs. Sweta Sharma Pastaria fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Director; and is proposed to be appointed as Independent Director for 5 (five) years from the date of 30th Annual General Meeting of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the matter related to appointment of Mrs. Sweta Sharma Pastaria as Independent Directors are now being placed before the Members in General Meeting for their approval.

The Directors recommend the resolution set out in Item No. 6 of the accompanying notice for approval of members.

Except Mrs. Sweta Sharma Pastaria , No other Director/ Key Manager Personnel/their relatives are interested and concerned in the Resolution mentioned at Item No. 6 in the Notice.

#### Item No. 7

The present Authorized Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve crore) divided into 1,20,00,000 (One Crore Twenty Lakh Only) Equity Shares of Rs.10/- each and Paid up Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) comprising of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each.

The Board at its Meeting held on 05th September, 2024 has accorded its approval to the proposal of Fund Raising of the Company. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorized Share Capital from Rs. 12,00,00,000 (Rupees Twelve crore) to Rs. 15,00,00,000/- (Rupees Fifteen Crores) comprising of 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholder's approval.

Pursuant to the provisions of Section 13 & 61 (1)(a) of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the resolutions set out at Item No. 7 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

**Date:** 05<sup>th</sup> September, 2024

**Place:** Indore

#### Registered Office:

"Capital Tower", 2<sup>nd</sup> Floor, Plot Nos. 169A-171  
PU-4, Scheme No.-54, Indore - 452010, Madhya Pradesh  
CIN: L67120MP1995PLC008959  
Tel.:0731-4255800

**Website:** [www.indothai.co.in](http://www.indothai.co.in);

**Email:** [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

By order of the Board of Directors

**Indo Thai Securities Limited**

**Shruti Sikarwar**

(Company Secretary cum Compliance Officer)

(Membership No. : A61132)

## ANNEXURE TO NOTICE OF AGM

### Brief Profile of Directors

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION OF DIRECTORS AT THE ENSUING ANNUAL GENERAL MEETING Pursuant to SS-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Brief Profile of Director seeking Re-Appointment:** In terms of provisions of Section 152 of Companies Act, 2013, Mr. Rajendra Bandi, (DIN:00051441) being longest in the office, will retire by rotation and would be eligible for re-appointment in the ensuing Annual General Meeting. In conformity to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors retiring by rotation/seeking re-appointment at the ensuing Annual General Meeting are discussed below.

Particulars	Mr. Rajendra Bandi
<b>DIN</b>	00051441
<b>Date of Birth</b>	01.03.1961
<b>Date of First Appointment on Board</b>	19.01.1995
<b>Qualifications</b>	Bachelor of Science and NISM Certifications in Currency and Derivatives module
<b>Expertise in specific functional areas</b>	Real Estate Business
<b>Chairmanships/ Directorships of other Companies</b>	D & H India Limited Geetanjali Buildcon Private Limited Prosperity Residency Private Limited Indo Thai Globe Fin (IFSC) Limited
<b>Chairmanship/Membership in Committees of other Companies</b>	Nil
<b>Terms and Conditions of Appointment/Re Appointment</b>	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on 30 <sup>th</sup> September, 2022 read with explanatory statement thereto, Mr. Rajendra Bandi was re-appointed as a Whole Time Director. He is liable to retire by rotation and is proposed to be reappointed as a Whole Time Director as per the resolution at item no. 3 of the Notice convening Annual General Meeting on 28 <sup>th</sup> September, 2024.
<b>No. of Board Meetings attended during the year</b>	04/04
<b>Remuneration last drawn</b>	Rs. 50,000/- per month
<b>Number of shares held in Company</b>	10061
<b>Inter-se relationships between Directors</b>	Not related to any Director/KMP.

**Brief Profile of Independent Director seeking Appointment:**

Particulars	Mr. Amber Chaurasia	Mr. Dharmendra Jain	Mrs. Sweta Sharma Pastaria
<b>DIN</b>	07729278	01221034	10753647
<b>Date of Birth</b>	01.04.1976	31.01.1973	06.04.1986
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment</b>	20.09.2024	20.09.2024	20.09.2024
<b>Qualifications</b>	Master of Financial Administration	Chartered Accountant, Bachelor of commerce	Masters in Mass Communication, One Year General Management Program for Executives from IIM Indore
<b>Expertise in specific functional areas</b>	Audit, Accounting and Taxation	Taxation, Finance and Corporate Laws	Media Ethics, Media Laws, Management Skills
<b>Chairmanships/ Directorships of other Companies</b>	Wealthflix Private Limited Aprari Solutions Private Limited	<ul style="list-style-type: none"> <li>• Appstreet Technologies Private Limited</li> <li>• Spectrasoft Technologies Private Limited</li> <li>• Labranza Infotech Private Limited</li> <li>• Bmg Consulting Services Private Limited</li> <li>• Binary Software Solutions India Private Limited</li> <li>• Aaseya It Services Private Limited</li> <li>• Yash Social Welfare Foundation</li> <li>• Madan Gopal Baheti Charitable Foundation</li> <li>• Yash Consulting Private Limited</li> </ul>	-
<b>Chairmanship/Membership in Committees of other Companies</b>	NIL	NIL	NIL
<b>Number of shares held in Company</b>	NIL	NIL	NIL

\*Status as on 31<sup>st</sup> March, 2024