



# Indo Thai Securities Limited

CIN : L67120MP1995PLC008959

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

Date: 09<sup>th</sup> June,2025

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 ID-INDOTHAI**  
**ISIN - INE337M01013**

Dear Sir/Madam,

**Subject: Intimation pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of 01/2025-26 Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Wednesday, 02<sup>nd</sup> July, 2025 at 04:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') without physical presence of the Members at a common venue in accordance with the General Circular Nos. General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and subsequent circulars issued in this regard and the latest being 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India.

This is for your information and records.

Thanking you,  
Yours faithfully,

For **Indo Thai Securities Limited**

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

## **NOTICE OF THE 1/2025-26 EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 1/2025-26 Extra-Ordinary General Meeting (“EGM” or “Meeting”) of the Members of **INDO THAI SECURITIES LIMITED** (the “Company”) scheduled to be held on **Wednesday, 02<sup>nd</sup> July, 2025 at 04:00 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:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

### **ALTERATION IN MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any Statutory modification or re-enactment thereof, for the time being in force and rules framed thereunder, subject to the approval of Registrar of Companies (ROC) other approval required from the authorities, the consent of the members of the company be and is hereby accorded for amendment in the Memorandum of Associations to make alteration in the Main Object clause and add an additional sub-clause numbered 3 as mentioned under:

*3. "To carry on the business of providing financial advisory services, including but not limited to, acting as a SEBI-registered Research Analyst and Investment Advisor, and to engage in the business of research, analysis, and dissemination of information relating to securities, financial markets, investment opportunities, and economic trends; to render investment advice to clients on various investment products including equity, debt, mutual funds, derivatives and other financial instruments, in accordance with applicable laws and regulations; to obtain, hold, and maintain all necessary registrations, licenses, approvals and certifications from the Securities and Exchange Board of India (SEBI) and other regulatory authorities as required for carrying on such business activities, including but not limited to registration as a Research Analyst, Investment Advisor, Portfolio Manager, or any other category as permitted under SEBI regulations or other applicable laws."*

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms to be filed with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

## **ITEM NO. 2:**

### **ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, if any, read with relevant rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned Statutory/Regulatory Authority(ies) and subject to such other conditions and modifications as may be prescribed, as approved by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) in the board meeting held on 30th May, 2025, approval of the Members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company in entirety and insert the following new Clause V:

**V. The Authorized Share Capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 1/- each (Rupees One Only).**

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents and E-forms with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

## **ITEM NO 3:**

### **SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended from time to time, to the extent applicable (including any

statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), and pursuant to Article 69(d) Article of Association of the Company and subject to such permissions, consents and approvals, if any, required from the concerned statutory authorities as may be required in this respect and as approved by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) in the board meeting held on 30<sup>th</sup> May, 2025, approval of the Members of the Company be and is hereby accorded for sub-division of 1 (one) equity share of face value of Rs. 10/- (Rupees Ten Only) each in Authorized, Issued, Subscribed and fully paid- up into 10 (Ten) equity shares of face value of Rs. 1/- (Rupees One Only) each in Authorized, Issued, Subscribed and fully paid- up, ranking *pari-passu* with each other in all respects with effect from such date as may be fixed by the Board of Directors of the Company for this purpose (hereinafter referred to as “Record Date”).

**RESOLVED FURTHER THAT** pursuant to the subdivision of equity shares of the Company, the Authorized, Issued, Subscribed, and Paid-up Equity Share Capital of 1(One) Equity Share of the face value of ₹ 10/- (Rupees Ten only) each shall stand sub-divided into Ten (10) equity shares having a face value of ₹ 1/ (Rupee One only) each, existing on the Record Date and shall rank *pari-passu* in all respects with each other and carry the same rights as to the existing fully paid up Equity Share of ₹ 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** upon sub-division/split of equity shares as aforesaid and with effect from the Record Date, the equity shares held in dematerialized form, the number of sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts, before sub-division.

**RESOLVED FURTHER THAT** pursuant to sub-division of the face value of the equity share, and upon exercise of the option post Sub-division for conversion of warrants into equity shares, by the outstanding convertible warrant holders of the Company holding convertible warrants on the Record Date, the company shall issue and allot the equivalent number of Equity shares of face value of Re. 1 each, after taking the effect of sub-division of the face value of per equity share of Rs. 10 each into the face value of Re. 1 each, as per below example:

A Warrant holder is holding 1,000 warrants of Rs. 10 each on the Record Date. Post Sub-division of the face value of equity shares from Rs. 10 each to Re. 1 each and upon exercise of option of conversion by the warrant holder the company shall issue 10,000 Equity Shares of Re. 1 each against the outstanding 1,000 warrants of Rs. 10 each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Board of Directors or any committee of the Board or any individual authorized by the Board be and are hereby authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard

to the sub-division/ split of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolutions including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

#### **ITEM NO. 4:**

#### **APPROVAL FOR INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members on 14<sup>th</sup> June, 2018 and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of Company be and is hereby accord their consent to the board of directors to borrow any sum(s) of money, from time to time whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise including by way of issuance of debentures/bonds (including FCCBs), at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans including Bank Guarantees obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 500,00,00,000 (Rupees Five Hundred Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

**RESOLVED FURTHER THAT** a certified true copy of this resolution is provided to all concerns as and when required under the hand of a director or company secretary of the Company.”

#### **ITEM NO. 5:**

#### **APPROVAL TO CREATE CHARGE/MORTGAGE/ HYPOTHECATION ETC ON THE ASSETS OF THE COMPANY UNDER SECTON 180 (1) (a) OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members on 14<sup>th</sup> June, 2018 and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”) to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/Companies and trustees for the holders of Debentures/Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds (including FCCBs), and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

**RESOLVED FURTHER THAT** a certified true copy of this Resolution be and is hereby issued to all concerns under the hand of any director or Company Secretary of the Company.”

**Date:** 30<sup>th</sup> May, 2025

**Place:** Indore

**By order of the Board of Directors  
For Indo Thai Securities Limited**

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

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

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

## **NOTES:**

1. The Ministry of Corporate Affairs, inter alia, vide its General Circular Nos. 14/2020 dated 8th April, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 (collectively referred to as “MCA Circulars”) has permitted holding of general meetings through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without physical presence of the members at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 01/2025-26 Extra Ordinary General Meeting (“EGM”) of the Company is being 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 EGM 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 EGM and hence the Proxy Forms and Attendance Slips are not annexed hereto.
  2. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance / Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 01/2025-26 EGM shall be deemed to be conducted at the Registered Office of the Company situated at Capital Tower, 2nd Floor, Plot Nos. 169A-171, PU-4, Scheme No. 54, Behind C-21 Mall, Indore 452010(M.P).
  3. In compliance with the aforesaid MCA Circulars, the Notice of the 01/2025-26 EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / RTA / Depositories. Members may note that the said Notice will also be available on the website of the Company at [www.indothai.co.in](http://www.indothai.co.in), websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com), NSE Ltd. at [www.nseindia.com](http://www.nseindia.com) and website of the Central Depository Services (India) Limited (“CDSL”) (agency engaged by the Company for providing the e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  4. An explanatory statement pursuant to the provisions of Section 102 of the Act stating all material facts and reasons for the proposed resolution is annexed herewith and forms part of this Notice.
  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 EGM 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)
- Members whose email address is not registered can register the same in the following manner:
- a. 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.
6. 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.

7. 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.
8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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.
10. 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.
11. 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.
12. 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>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>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting</p>

	<p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>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 n/ EasiRegistration</a></p> <p>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>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, 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.</li> <li>2. If the user is not registered for IDeAS e-Services, 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>.</li> <li>3. Visit the e-voting website of NSDL. 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</li> </ol>

	<p>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>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>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. 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 abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	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.

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

- The voting period begins on **Sunday, 29<sup>th</sup> June, 2025 at 09:00 A.M.** and ends on **Tuesday, 01<sup>st</sup> July, 2025 at 05:00 P.M.** During this period, Shareholders of the Company, holding shares in dematerialized form, as on the cut-off date (record date) i.e. **Tuesday, 24<sup>th</sup> June, 2025** 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,
- 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:

<b>For other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for demat Shareholders).  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.
Dividend Bank Details  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. 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. Click on the EVSN for the relevant <INDO THAI SECURITIES LIMITED> on which you choose to vote.

- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Note for Non-Individual Shareholders & 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.
  - It is mandatory that, 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 EGM 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.

xix. 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.

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

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

1. Members will be able to attend the EGM 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 EGM. 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 EGM 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 EGM through VC / OAVM shall open 15 minutes before and close on expiry of 15 minutes from the scheduled time of the EGM.
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 EGM. The Company reserves the right to restrict the number of speakers and time for each speaker

depending upon the availability of time for the EGM. The shareholders who do not wish to speak during the EGM 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 EGM 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 EGM, 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 01/2025-26 EGM, scheduled to be held on **Wednesday, 02<sup>nd</sup> day of July, 2025 at 04:00 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. **Tuesday, 24th June ,2025**, shall be entitled to avail the facility of remote e-voting for EGM. 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 EGM and prior to the Cut-off date shall be entitled to exercise his/her vote electronically i.e. remote e-voting for the EGM.
  - d. The remote e-voting will commence on **Sunday, 29th June, 2025 at 09:00 A.M. and ends on Tuesday, 01st July, 2025 at 05:00 P.M.** During this period, the Members of the Company holding shares in demat form as on the Cut-off date i.e. **Tuesday, 24th June ,2025**, 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 EGM 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 EGM.
  - g. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM. However, they will not be eligible to vote at the EGM.
  - 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. **24th June ,2025**.
  - 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 EGM, in a fair and transparent manner and consent to be appointed as the same has been communicated to the Company.
- 16.** The Scrutinizer, after scrutinizing the votes cast during the voting period and at the Meeting shall not later than 2 (two) 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 EGM.
- 17.** 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) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1,2,3 & 4 of the accompanying Notice dated June 09, 2025:

**ITEM NO. 1:**

**AMENDMENT IN MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:**

The Board of Directors in their meeting held on May 30<sup>th</sup>, 2025, after considering the current market conditions and analysis, concluded that diversifying the company’s operations would enhance both profitability and long-term growth. As a result, the management has proposed expanding the company’s business portfolio by offering services as investment advisors and research analysts.

To initiate the proposed new business activities, it is necessary to amend the Object Clause [Clause III (A)] of the Memorandum of Association (MOA) of the Company. The proposal involves inserting a new sub-clause numbered 3 after the existing sub-clause 2 under the Main Objects of the Object Clause, as outlined in the Special Resolution attached to the Notice.

These amendments are subject to the approval of the Ministry of Corporate Affairs and/or any other relevant Statutory or Regulatory Authority, as applicable. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested (financial & otherwise), in the resolution set out in Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out in Item No. 1 for the approval of the members of the Company by way of Special Resolution.

**ITEM NO.2:**

**APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

The sub-division/split of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association (“MOA”) of the Company. Further, such sub-division/split shall not be construed as reduction in

share capital of the Company in compliance of the applicable provisions of the Companies Act, 2013 (“Act”) and other applicable regulations/ provisions in this regard.

In terms of the provisions of Sections 13 and 61 and 64 of the Companies Act, 2013, approval of the Members of the Company is sought by way of Ordinary Resolution for alteration to Capital Clause (Clause V) of Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested (financial & otherwise), in the resolution set out in Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out in Item No. 2 for the approval of the members of the Company by way of Ordinary Resolution.

### **ITEM NO. 3:**

### **SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 1/- PER SHARE;**

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. In order to enhance liquidity of the Company’s equity shares and to encourage greater participation of retail investors by making equity shares of the Company more affordable and attractive to invest, the Board of Directors of the Company in their meeting held on May 30, 2025, considered and approved, subject to the approval of Members of the Company and statutory authorities (if any), the sub-division/split of the existing equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each Authorized, Subscribed, Issued and fully paid-up, be sub-divided/split into 10 (ten) equity shares having face value of Rs. 1/- (Rupees One only) each Authorized, Subscribed, Issued and fully paid-up, ranking pari-passu with each other in all respects with effect from the Record Date (“Record Date”) to be determined by the Board of Directors for this purpose.

The details of Pre and Post Sub-Division/ Split of Share Capital is as follow:

Particulars	Pre-Sub-Division / Split			Post Sub – Division / Split		
	Face Value(Rs.)	No. of Equity Shares	Total Amount(Rs.)	Face Value(Rs.)	No. of Equity Shares	Total Amount(Rs.)
Authorised Share Capital	10	1,50,00,000	15,00,00,000	1	15,00,00,000	15,00,00,000
Issued, paid-up and subscribed Share Capital	10	1,18,59,019	11,85,90,190	1	11,85,90,190	11,85,90,190

\*The Company allotted 980319 warrants in their Board Meeting held on 16th July, 2024 at Rs. 376 per security (including premium of Rs. 366 per security), of which we received upfront payment of 25% of issue price. However, upon receiving balance 75% amount from 4,30,819 warrant holders the Company allotted Equity shares to the respective warrant holders (conversion ratio of 1 equity share with respect to 1 warrant. As on date, 5,49,500 warrants are pending for conversion from this allotment.

The Company allotted 9,04,000 equity shares and 14,60,000 warrants in their Meeting held on 14<sup>th</sup> January, 2025, out of which we received 100% of issue price i.e. Rs. 500/- per share (including premium of Rs. 490 per share), from equity shareholders and Rs. 125/- per warrant from warrant holders i.e. 25% of the issue price of Rs. 500/ (including premium of Rs. 490 per security), However, upon receiving balance 75% amount from 5,24,200 warrant holders the Company allotted Equity shares to the respective warrant holders (conversion ratio of 1 equity share with respect to 1 warrant). As on date, 9,35,800 warrants are pending for conversion from this allotment.

These shares shall rank *pari-passu* in all respects with each other and carry the same rights as to the existing fully paid up Equity Share of 10/- (Rupees Ten only) each of the Company.

\* The Company has outstanding Convertible Warrants which shall be converted into Equity Shares upon exercise of option by the allottees. The company shall issue and allot the equivalent number of Equity shares of face value of Rs. 1 each, after taking the effect of sub-division of the face value of per equity share of Rs. 10 each into the face value of Rs 1 each.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested (financial & otherwise), in the resolution set out in Item No. 3 of this Notice except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out in Item No. 3 for the approval of the members of the Company by way of Ordinary Resolution.

#### **ITEM NO. 4:**

#### **APPROVAL FOR INCREASE IN BORROWING LIMITS UNDER SECTION 180 (1) (C) COMPANIES ACT, 2013;**

In supersession to the earlier resolution passed by the members on 14<sup>th</sup> June, 2018 in which the members have approved the borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess the sum of Rs. 200,00,00,000 (Rupees Two Hundred Crores).

Section 180(1)(c) of the Companies Act, 2013, stipulates that Board of Directors of the Company cannot, expect with the consent of the members in general meeting, borrow money, in excess of

paid up capital and free reserves of the company (apart from temporary loans obtained from the company's bankers in ordinary course of business) i.e. to say, reserves not set apart for any specific purpose.

Therefore, the consent of the members of the company is hereby accorded to board of directors of the company to borrow money , notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans including Bank Guarantees obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 500,00,00,000 (Rupees Five Hundred Crores only).

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested (financial & otherwise), in the resolution set out in Item No. 4 of this Notice except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out in Item No. 4 for the approval of the members of the Company by way of Special Resolution.

## **ITEM No.: 5**

### **APPROVAL TO CREATE CHARGE/MORTGAGE/ HYPOTHECATION ETC ON THE ASSETS OF THE COMPANY UNDER SECTON 180 (1) (a) OF THE COMPANIES ACT, 2013:**

The Members of the Company vide their resolution dated 14<sup>th</sup> June,2018 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested (financial & otherwise), in the resolution set out in Item No. 5 of this Notice except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out in Item No. 5 for the approval of the members of the Company by way of Special Resolution.



# Indo Thai Securities Limited

CIN : L67120MP1995PLC008959

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

**Date: 30<sup>th</sup> May, 2025**

**Place: Indore**

**By order of the Board of Directors  
For Indo Thai Securities Limited**

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

**Registered Office:**

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PU-4, Scheme No.-54, Indore - 452010,  
Madhya Pradesh  
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