

CS/2012-13/BSE/P_C31(d)

Date : December 31, 2012

To,
The Listing Department
BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

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

**Subject : Submission of Minutes of the Proceeding
relating to declaration of result on voting by postal ballot
held on December 29, 2012 at 11.00 A.M.**

Reference : ISIN - INE337M01013

Dear Sir ,

Persuant to Clause 31(d) of the Listing Agreement, we hereby intimate you that in the meeting held on Saturday, December 29, 2012, at 11.00 A.M. at Registered Office of the Company at 16, 4th Floor, Dawa Bazar, R.N.T. Marg, Indore (M.P.), following business as specified in the Postal Ballot Notice dated November 09, 2012 through Voting by Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 has been passed with the requisite majority:

- To review and modify the terms of utilization of the Initial Public Offering proceeds mentioned in Prospectus under "Objects of the Issue"

Further, with reference to aforesaid matter, we had intimated you on 29.12.2012 about the result of the Postal Ballot Process conducted by the Company.

In this regard we send herewith the Minutes for Proceeding relating to declaration of the result on voting by Postal Ballot pursuant to Section 192(A) of the Companies Act, 1956, read with The Companies (Passing of The Resolution by Postal Ballot) Rules 2011 for your perusal & records.

You are requested to please take the same on your records.

Thanking You,

Yours Faithfully,

For Indo Thai Securities Limited


Anurag Kumar Saxena
(Company Secretary cum Compliance Officer)

HELD AT ON TIME

MINUTES OF THE PROCEEDING RELATING TO DECLARATION OF THE RESULT ON VOTING BY POSTAL BALLOT PURSUANT TO SECTION 192(A) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES 2011 HELD ON SATURDAY, 29TH DECEMBER 2012 AT 11.00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT 16, 4TH FLOOR, DAWA BAZAR, R.N.T. MARG, INDORE (M.P.).

➤ **PRESENT:**

Mr. Parasmal Doshi	(Chairman cum Member)
Mr. Anurag Kumar Saxena	(Company Secretary)
Mr. Dhanpal Doshi	(Managing Director cum Member)
Mr. Rajendra Bandi	(Whole-time Director cum Member)
Mr. Praveen Bandi	(Member)
Mr. Sharad Mundra	(Member)

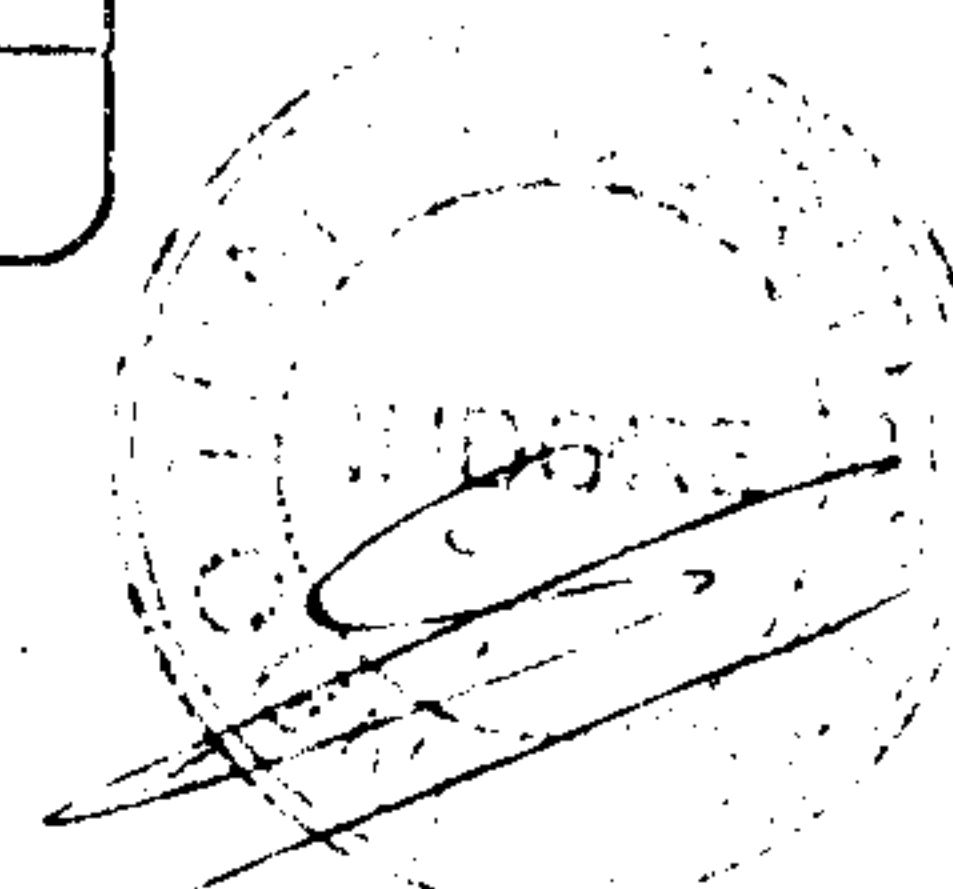
The Chairman informed that the Board of Directors of the Company at its meeting held on Friday, November 09, 2012 has approved the matter of Review and modify the terms of utilization of the Initial Public Offering proceeds mentioned in Prospectus under "Objects of the Issue", subject to approval of the shareholders of the company by way of Postal Ballot as mentioned in the Postal Ballot Notice.

The Chairman further informed that the Member's approval for the proposed resolution was sought by means of Postal Ballot under the provisions of Section 192(A) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011.

Accordingly vide Postal Ballot Notice dated Friday, November 09, 2012, the draft resolution and the explanatory statement thereto were sent to the members along with the Postal Ballot Form and a self addressed reply envelope for their consideration. Subsequently Mr. Ashish Garg, Practicing Company Secretary was appointed as Scrutinizer for purpose of conducting Postal Ballot Process with the law and in a fair & transparent manner.

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[Signature]



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He further stated that Postal Ballot Notice dispatched to shareholders stated that all Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the closing of working hours (1700 Hours) on or before 27th December, 2012. Any Postal Ballot Form received after 27th December, 2012 shall be treated as the reply from the shareholders has not been received.

The Scrutinizer had submitted his report dated December 27, 2012 after carrying out the scrutiny of all the Postal Ballot Forms received upto the close of working hours (1700 Hours) on 27th December, 2012. The Scrutinizer's Report was placed on the table for perusal. The Chairman informed the meeting that he as the Chairman had accepted the said Report which summarized as follows:

Particulars	No. of Ballot Forms	No. of Shares Held	No. of Vote Casts	Percentage on Total Vote Casts	Percentage on Total Paid-up Capital
No. of Postal Ballot Forms Received	88	5601104	-	-	-
Less :- No. of Invalid Postal Ballot Forms*	10	1957	-	-	-
Total No. of Postal Valid Ballot Forms	78	5599147	5599102	-	-
Total Postal Ballot-In Favour of Resolution	75	5598977	5598932	99.9969	55.9893
Total Postal Ballot - Against the Resolution	3	170	170	0.0030	0.0017

**Due to reason of Unsigned Postal Ballot, Votes not cast, Discrepancies in signature treated as Invalid Postal Ballot, and these are not taken into account for the voting.*

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In all 88 Postal Ballot Forms were received from the Members, out of 10 Postal Ballot Forms were rejected by the Scrutinizer being Invalid. Hence the total number of valid Postal Ballot Forms was 78.

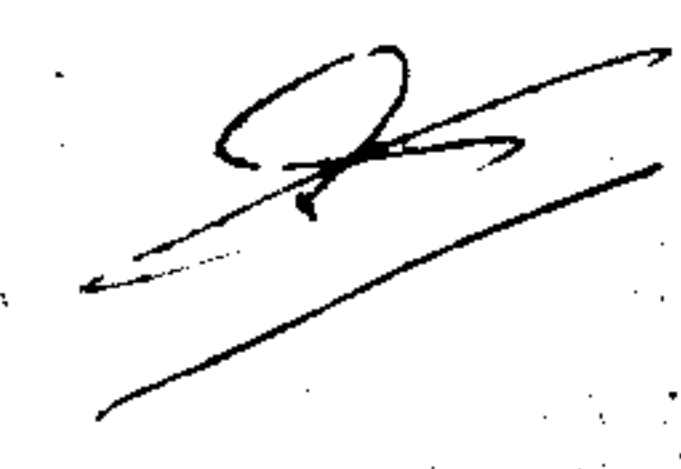
The Break-up of Voting Results as per Listing Agreement:

<i>Promoter / Public</i>	<i>No. of shares held</i>	<i>No. of votes polled</i>	<i>% of Votes Polled on outstan- -ding shares</i>	<i>No. of Votes in favour</i>	<i>No. of Votes against</i>	<i>% of Votes in favour on votes polled</i>	<i>% of Votes against on votes polled</i>
	(1)	(2)	(3)=[(2) /(1)]* 100	(4)	(5)	(6)=[(4) /(2)] * 100	(7)=[(5) /(2)]*1 00
Promoter and Promoter Group	4983900	4983900	100.00	4983900	0	100.00	0.00
Public Institutional holders	118500	118500	100.00	118500	0	100.00	0.00
Public-Others	496747	496702	99.99	496532	170	99.97	0.03
Total	5599147	5599102	-	5598932	170	-	-

The Chairman then announced the result of the Postal Ballot on basis of Scrutinizer's Report.

The Chairman declared that the votes cast "FOR" the Special Resolution out of the total votes casts is **99.99%**, hence the following Special Resolution for *Reviewing and modifying the terms of utilization of the Initial Public Offerings Proceeds mentioned in the Prospectus under "Objects of the Issue"* as set out in the Postal Ballot Notice dated Friday, November 09, 2012 was approved and passed with requisite majority. And the date of declaration of results i.e. Saturday, December 29, 2012 shall be the date of passing the Special Resolution.

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"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) to or re-enactments(s) thereof), applicable provisions of clauses of the Listing Agreement, SEBI Regulations, and other statutory guidelines and regulations and the provisions of Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors to review, modify, revise the utilization of the proceeds of the Initial Public Offering (IPO) made through 100% Book Building process, as stated in the Prospectus dated 24th October, 2011, filed by the Company with Registrar of Companies, Madhya Pradesh as the Board may deem fit in the best interest of the Company and as proposed and given below :

(Rs. In Lacs)

<i>Sr. No.</i>	<i>Purpose</i>	<i>Amount Stated In The Prospectus</i>	<i>Revised Amount</i>
1	Expansion And Upgradation of Our Existing Branches And Set Up Network of Branches	200.00	2.13
2	Purchase And Set Up of Office Space For Mumbai Regional Office	400.00	0.00
3	Purchase & Set Up of Office Space For Corporate Office	400.00	200.00
4	Brand Building And Advertisement	300.00	25.00
5	Augmenting Working Capital Requirement	1000.00	1100.00
6	General Corporate Purpose	494.08	667.97
7	Public Issue Expenses	165.92	167.03
8	Investment in Wholly Owned Subsidiary Company(ies) engaged in acquiring land, premises, or in any way building space for the Company on ownership / lease basis and its funds management	-	797.87
	Total	2960.00	2960.00

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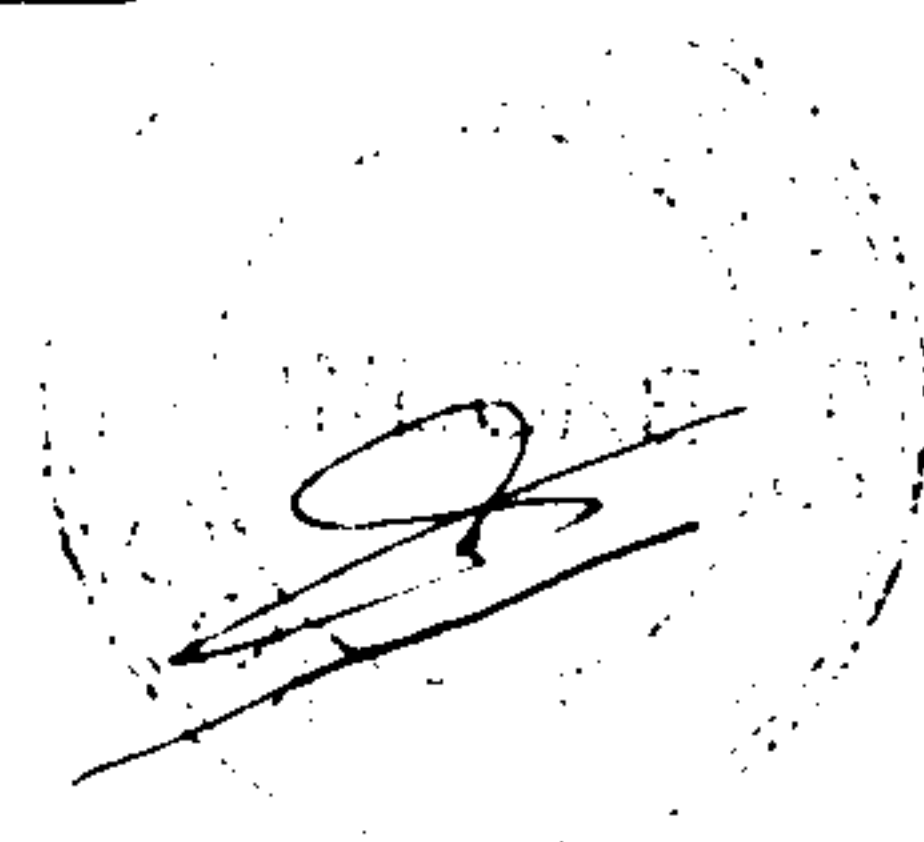
RESOLVED FURTHER THAT subject to the aforesaid, the Board be and is hereby authorized to take final decision in the best interest of the Company with respect to the timing and quantum of the actual amount to be utilized from IPO proceeds, within the overall limits as mentioned above.

RESOLVED FURTHER THAT object for 'Augmenting Long Term Working Capital Requirement' be revised as 'Augmenting Working Capital Requirements'; and revised object should be read as follows:

- a) Augmenting Working Capital Requirements by using 'Working Capital' term as Assets excluding Fixed Assets minus Liabilities;
- b) Including maintaining adequate level of margin with stock exchanges to undertake business in equities & derivatives, fund will be utilized for funding activities which includes "Margin Funding" as per exchange norms through NBFC;
- c) Capital Infusion in group Company(ies) by way of acquisition of shares. Giving ICD & Loans to companies including group companies. And investment in any listed and unlisted companies; and
- d) Funds may be used in pro-trading and results thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of powers herein conferred to any committee of Directors or any other officer(s)/authorized representative(s) of the company to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT for the purpose of giving effects to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as board may in its absolute discretion deemed fit and necessary, desirable or expedient and to settle any question that may arise in this regard and incidentals hereto, without being required to seek any further consent or approval of the Members or otherwise to

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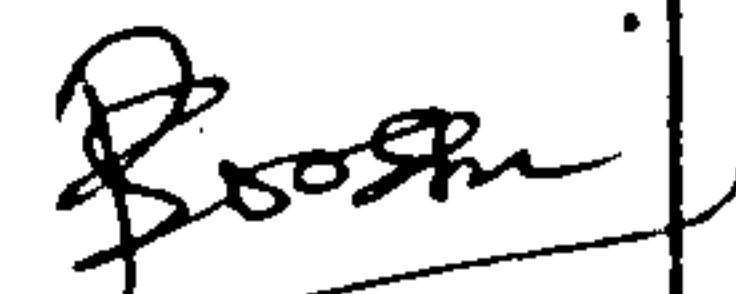
the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

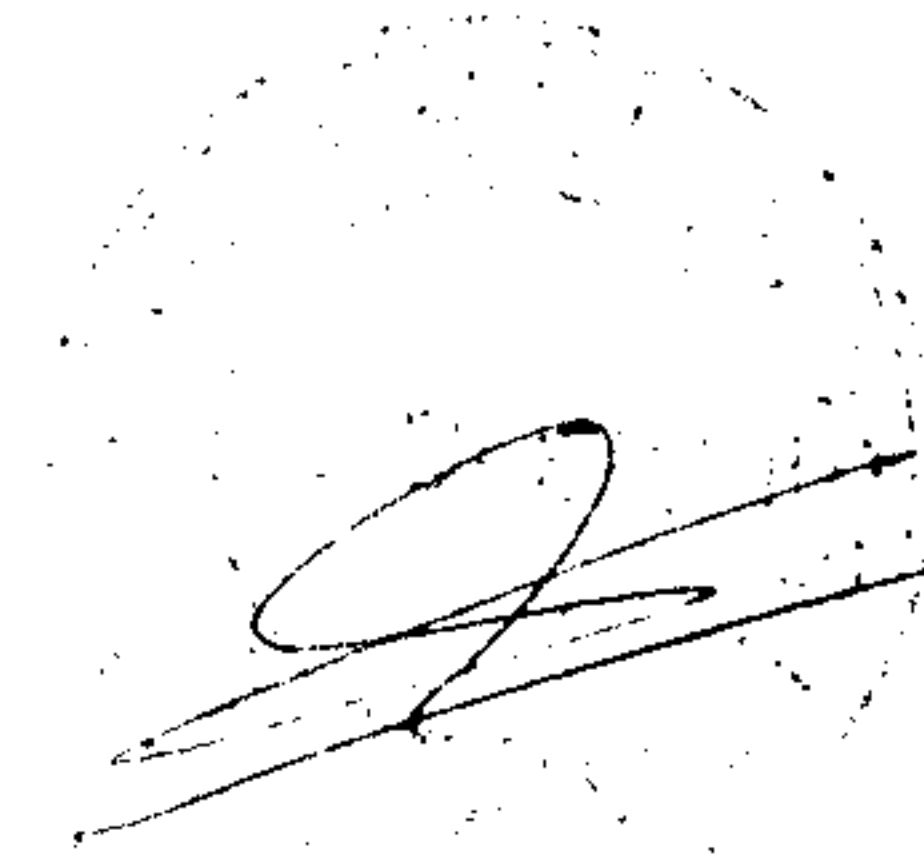
Vote of Thanks

There being no other business to be transacted, the meeting concluded with a vote of thanks to the chair.

Date : December 31, 2012

Place : Indore


Chairman



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