

**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF M/S INDO THAI SECURITIES LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT, HELD AT REGISTERED OFFICE OF THE COMPANY AT 16, 4<sup>TH</sup> FLOOR, DAWA BAZAR, R.N.T. MARG, INDORE (M.P.) ON THE SATURDAY, 9<sup>TH</sup> AUGUST' 2014 AT 11.00 A.M.**

**APPROVAL FOR CONDUCTING THE POSTAL BALLOT PROCEDURE FOR SEEKING SHAREHOLDERS APPROVAL THROUGH POSTAL BALLOT U/S 110 OF THE COMPANIES ACT, 2013:**

**RESOLVED THAT** pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules therein, approval of the Board be and is hereby accorded to conduct the Postal Ballot to seek the approval of the members of the Company by Special Resolution for the following business:

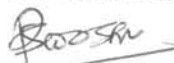
- Authority to extend the objects of M/s Indo Thai Realities Limited a Wholly Owned Subsidiary Company of ITSL,
- Authority to enter into the Transaction with Related Party and
- Authorization for Loans and Investments by the Company under section 186 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** Draft of the Notice together with the Explanatory Statement annexed thereto, placed before the Board and initialed by Chairman, for identification, be and is hereby approved and this Notice along with the Explanatory Statement thereto, be issued to the members by the Company Secretary.

**RESOLVED FURTHER THAT** M/s. Kaushal Ameta & Co., Practicing Company Secretary, has given his consent to act as Scrutinizer, if so appointed, be and is hereby appointed as Scrutinizer for a period not exceeding 60 (sixty) days from the date of appointment for conducting the business through postal ballot at such remuneration and out of pocket expenses, as may be determined by Managing Director/Chairman of the Company, excluding incidental expenses, which will be reimbursed by the Company.

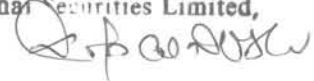
**RESOLVED FURTHER THAT** M/s. Kaushal Ameta & Co., Practicing Company Secretary of Indore, be and is hereby authorized to do all such acts, deeds and things as may be necessary to conduct the process in a fair and transparent manner and to submit their final report, ballot papers and other related papers and registers to the Managing Director/Chairman of the Company within the specified time period.

**For Indo Thai Securities Limited,**



**Parasmal Doshi**  
**(Whole-time Director)**  
DIN : 00051460

**For Indo Thai Securities Limited,**




**Dhanpal Doshi**  
**(Managing Director)**  
DIN : 00700492

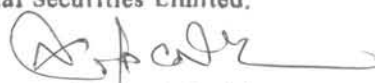
**RESOLVED FURTHER THAT** the following calendar of events for implementing, the proposal, be and is hereby approved and Mr. Parasmal Doshi, Chairman cum Whole-time Director or Mr. Dhanpal Doshi Managing Director and Mr. Anurag Kumar Saxena Company Secretary be and are hereby jointly/severally authorized to alter/modify/extend the calendar of events, if thought absolute necessary for implementation of the Resolution.

SR. NO.	PARTICULARS / EVENTS	DATE OF EVENT
1.	Date on which consent is given by the Scrutinizer	Thursday, July 31, 2014
2.	Intimation to the Stock Exchange about holding of the Meeting of Board of Directors	Thursday, July 31, 2014
3.	Date of the Board Meeting to conduct the following :	Saturday, August 09, 2014
	i) Appointment of Scrutinizer	Saturday, August 09, 2014
	ii) Approving the draft Notice of Postal Ballot	Saturday, August 09, 2014
	iii) To pass a Resolution Nominating functional Directors and Company Secretary being responsible for Postal Ballot process	Saturday, August 09, 2014
	iv) Approving the 'Calendar of Events'	Saturday, August 09, 2014
4.	Intimation to Stock Exchange about Postal Ballot / Outcome of Board Meeting	Saturday, August 09, 2014
5.	Date of forwarding copy(ies) of the Postal Ballot Notice to concerned Stock Exchange(s) where the shares of the Company are listed	Saturday, August 16, 2014
6.	Date of filing copy of Board Resolution along with 'Calendar of Events' to ROC	Saturday, August 16, 2014
7.	Date of completion of dispatch of Notices	Tuesday, August 26, 2014
8.	Publication of advertisement in Newspaper regarding Postal Ballot Process	Wednesday, August 27, 2014
9.	Date of forwarding copy/ies of the advertisement to the concerned Stock Exchange(s)	Thursday, August 28, 2014
10.	Last date of receiving Postal Ballot papers by Scrutinizer	Thursday, September 25, 2014
11.	Last date for submission of report by the Scrutinizer to the Managing Director / Chairman	Saturday, September 27, 2014
12.	Last date for declaration of result of Postal Ballot by Managing Director / Chairman	Saturday, September 27, 2014
13.	Date on which results to be displayed on the Notice Board and Company's Website	Saturday, September 27, 2014

For Indo Thai Securities Limited,

  
Parasmal Doshi  
(Whole-time Director)  
DIN : 00051460

For Indo Thai Securities Limited,

  
Dhanpal Doshi  
(Managing Director)  
DIN : 00700492

14.	Intimation to the concerned stock exchange(s) about the result	Saturday, September 27, 2014
15.	Date of publication of results in the Newspapers	Monday, September 29, 2014
16.	Date of handing over the Ballot papers, register required to be maintained by the Scrutinizer and other related papers to the Managing Director/Chairman by the Scrutinizer	Monday, September 29, 2014
17.	Date of Signing of minutes book in which results of the postal ballot is recorded	Within one month from date of 27.09.2014
18.	Last date for filling of the Resolution with the ROC	Monday, October 27, 2014

**RESOLVED FURTHER THAT** the Notice be given to every member of the Company and voting rights of such members be reckoned as on the cut-off date which will be 08<sup>th</sup> August, 2014.

**RESOLVED FURTHER THAT** Mr. Parasmal Doshi, Chairman cum Whole-time Director or Mr. Dhanpal Doshi, Managing Director and Mr. Anurag Kumar Saxena Company Secretary of the Company be and is hereby authorized for submission of the said notice to the Stock Exchange and for publication of an advertisement in the news paper specifying the date of completion of dispatch of postal ballots and to do all acts, deeds and things as may be required or deemed necessary to implement the said resolution.

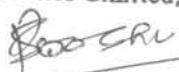
**RESOLVED FURTHER THAT** Mr. Anurag Kumar Saxena Company Secretary, be and is hereby authorized to retain custody of postal ballot forms and other records received from the scrutinizer after the scrutinizer has submitted his report on the scrutiny to the Board of Directors.

**RESOLVED FURTHER THAT** Mr. Parasmal Doshi, Chairman cum Whole-time Director, failing him Mr. Dhanpal Doshi, Managing Director of the Company, be and is hereby severally authorized to declare the results of the postal ballot process.

**RESOLVED FURTHER THAT** Mr. Parasmal Doshi, Chairman cum Whole-time Director or Mr. Dhanpal Doshi, Managing Director and Mr. Anurag Kumar Saxena Company Secretary of the Company be made responsible for the entire postal ballot process and that they are hereby jointly and severally authorized to do all things and to take all incidental and necessary steps including sending of Notice to all members, filing of Resolution and calendar of Events with Registrar of Companies to conduct the said Postal Ballot process for and on behalf of the Company and to deal all questions or difficulties that may arise in the course of implementing this Resolution.

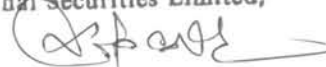
**// Certified True Copy //**

For Indo Thai Securities Limited,



Parasmal Doshi  
(Whole-time Director)  
DIN : 00051460

For Indo Thai Securities Limited,



Dhanpal Doshi  
(Managing Director)  
DIN : 00700492



**KAUSHAL AMETA & CO.**  
Company Secretaries

404, Navneet Plaza,  
5/2 Old Palasia, Indore -01  
P-0731-4202337 M-9893523155  
E-7Kaushal@gmail.com

Date : 31/07/2014

To,

Indo Thai Securities Limited  
16, 4<sup>th</sup> Floor, Dawa Bazar  
R.N.T. Marg Indore (MP)

Sub: Consent to act as Scrutinizer for the postal Ballot Voting process

Dear Sir,

With Reference to your letter dated 31<sup>st</sup> July, 2014, I have learnt that your Company in process of passing of Resolution by Postal Ballot u/s 110 of the Companies Act, 2013 and is willing to appoint me to act as Scrutinizer in the process of passing of resolution by Postal Ballot u/s 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

In respect of the same, I hereby Accord my consent to act as scrutinizer for the Postal Ballot of your Company. You may please present this letter as our Consent to act as Scrutinizer at the Board meeting for their consideration.

Thanking You

Yours Faithfully

  
Kaushal Ameta  
Company Secretary  
M. No. 20408  
C.P. No. 9103

