CS/BSE/Postal Ballot

Date : August 16, 2014

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

Sub : Submission of copy of Postal Ballot Notice, Calendar of Events, Postal Ballot Form, Scrutinizer's Consent and Board Resolution passed for Postal Ballot Process

Ref : ISIN - INE337M01013

This is to continuation of Board Resolution dated 09.08.2014, passed for Postal Ballot Process wherein Shareholder's approval seeking through Postal Ballot u/s 110 of the Companies Act, 2013 on following items:

(a) Authority to extend the objects of M/s Indo Thai Realties Limited a Wholly Owned Subsidiary Company of Indo Thai Securities Limited;
(b) Transactions with related parties under Section 188 of the Companies Act, 2013;
(c) Authorization for loans / guarantee / security / acquiring securities / investments by the Company under Section 186 of the Companies Act, 2013

We are submitting herewith following documents for your kind perusal and records.

- Postal Ballot Notice
- Calendar of Events for Postal Ballot
- Specimen Postal Ballot Form
- Consent to act as Scrutinizer for the Postal Ballot Voting Process
- Certified true copy of the Board Resolution passed for Postal Ballot Process

Thanking you,

Yours truly,

For Indo Thai Securities Limited

INDO THAI SECURITIES LTD. INDORE

Anurag Kumar Saxena
(Company Secretary cum Compliance Officer)

CS/NSE/Postal Ballot

Date : August 16, 2014

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

Dear Sir(s),

Sub : Submission of copy of Postal Ballot Notice, Calendar of Events, Postal Ballot Form, Scrutinizer's Consent and Board Resolution passed for Postal Ballot Process

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Yours truly,

For Indo Thai Securities Limited

INDO THAI SECURITIES LTD. INDORE

Anurag Kumar Saxena
(Company Secretary cum Compliance Officer)

INDO THAI SECURITIES LIMITED

CIN : L67120MP1995PLC008959

REGISTERED OFFICE : 16, 4th Floor, Dawa Bazar, R.N.T. Marg, INDORE - 452001 (M.P.)
• Ph.: (0731) 2705420 - 422 • Fax : (0731) 2705423
• E-mail : indothaigroup@indothai.co.in
• Website : www.indothai.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules 2014]

To,

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including and statutory modification or re-enactment thereof for the time being in force, to transact the following Special Business and for seeking approval of members of Indo Thai Securities Limited by passing Special Resolution through Postal Ballot.

1. Authority to extend the objects of M/s Indo Thai Realties Limited a Wholly Owned Subsidiary Company of Indo Thai Securities Limited.
2. Transactions with related parties under Section 188 of the Companies Act, 2013
3. Authorization for loans / guarantee / security / acquiring securities / investments by the Company under Section 186 of the Companies Act, 2013

The Statement pertaining to the said Resolutions as required under Section 102 of the Companies Act 2013 setting out the material facts and the reasons thereof for each item is annexed hereto along with a Postal Ballot Form for your consideration

The Company has appointed M/s Kaushal Ameta & Co., Company Secretaries as a Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner and in accordance with the provisions of the act and rules framed thereunder.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Section 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and the voting through physical postal ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link: https://www.evotingindia.com from 10:00 a.m. onwards on Tuesday, August 26, 2014 till Thursday, September 25, 2014 upto 6:00 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e., 6:00 p.m. on Thursday, September 25, 2014, failing which it will be treated as if no reply has been received from the concerned Member(s).

The Scrutinizer will submit his report to the Company after the completion of the scrutiny. The results of the Postal Ballot will be declared on Saturday, September 27, 2014 at 5.30 p.m., at the Registered Office of the Company and will be displayed along with the Scrutinizer's Report, on the website of the Company (www.indothai.co.in) besides being communicated to BSE and NSE. The result of the Postal Ballot will be subsequently published in atleast one English and one Hindi newspaper circulating in Indore. The result of the Postal Ballot will also be displayed at the Registered Office of the Company. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

Items of Special Business requiring consent of Shareholders through Postal Ballot:

1. **AUTHORITY TO EXTEND THE OBJECTS OF M/S INDO THAI REALTIES LIMITED A WHOLLY OWNED SUBSIDIARY COMPANY OF INDO THAI SECURITIES LIMITED:**

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

   RESOLVED THAT pursuant to the provisions of Section 27 of the Companies Act 2013 (Corresponding Section 61 of the Companies Act, 1956) including any statutory modification and re-enactment thereof and all other applicable provisions of the Companies Act, 2013 and rules made thereunder and any other Laws, if any, and applicable provisions of SEBI Regulations and other statutory guidelines and regulations, if any, the approval of members of the Company be and is hereby accorded for relaxation from the restriction cited in present objects of Indo Thai Realties Limited ("To commence or engage into acquiring land or building or other immovable properties whether on ownership basis or on lease basis or acquiring land or building properties or office space for the purpose of business and/or for the use or purpose of company's holding company.") which was framed pursuant to resolution passed by its holding company (i.e. Indo Thai Securities Limited) through postal ballot notice dated 09 November 2012.

   RESOLVED FURTHER THAT member's approval also given for making changes in purpose of the Initial Public Offering cited under Sr. No. 8 to the Postal Ballot Notice dated 09.11.2012 as follow :

INDO THAI SECURITIES LTD. INDORE

Purpose cited in Postal Ballot Notice dated 09.11.2012 in Sr. No. 8	Redefined Purpose
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	Investment in Wholly Owned Subsidiary Company(ies) for achievement of the main object of the company for which it is formed.

RESOLVED FURTHER THAT for the purpose of giving effects to this resolution, the Board of Indo Thai Securities Limited 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 the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

2. **TRANSACTIONS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013:**

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

RESOLVED THAT pursuant to the provisions of Section 188 (1)(c) and Section 189 of the Companies Act, 2013 and The Companies (Meeting of Board and its Powers) Rules 2014 and all other applicable provisions of the Companies Act, 2013 and any other Laws, if any, and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members of the Company be accorded to the Board of Directors of the Company to enter into the contract and/or agreement with two Partnership Firms M/s Sun Decor World and M/s Balmukund Ramkishan Bang, which falls under Related Parties as defined under Section 2(76) of the Companies Act 2013, in connection to take property on lease basis on the terms and conditions as set out in Item No. 2 to the statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to determine the terms & conditions related with proposed transaction and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

3. **AUTHORIZATION FOR LOANS / GUARANTEE / SECURITY / ACQUIRING SECURITIES / INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to (i) give any loans to any person or other body corporate, (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, (iii) acquire by way of subscription, purchase or otherwise, the securities ['Securities' means securities defined under Section 2(h) of Securities Contracts (Regulation) Act 1956, and Currency Derivatives contracts] of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed sum of Networth of the Company and borrowed money.

RESOLVED FURTHER THAT the aforesaid loans / investments will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate, provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1/3/5/10 year(s) of Government Security closest to the tenor of loan.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

By Order of the Board
Indo Thai Securities Limited
Sd/-
Anurag Kumar Saxena
(Company Secretary)

Place: Indore
Dated: August 09, 2014

Registered Office :
16, 4th Floor, Dawa Bazar, R.N.T. Marg, Indore - 452001, Madhya Pradesh
CIN : L67120MP1995PLC008959
• Website: www.indothai.co.in • Email : indothaigroup@indothai.co.in • Tel.:0731-2705420-22 • Fax: 0731-2705423

NOTES:

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Businesses is appended above.
2. Only a Member entitled to vote, is entitled to exercise his vote through Postal Ballot.
3. The Notice of the Postal Ballot alongwith the Postal Ballot Form with the self-addressed Business Reply Envelope is enclosed for use of the Member. The same will be sent to all the Members whose names appear in the Register of Members / Beneficial Owners

as per the details furnished by the Depositories as on August 08, 2014. The Members who have registered their e-mail IDs for receipt of documents in electronic mode, the same will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on August 08, 2014.

4. Members can also download the Postal Ballot Form from the link Company's website i.e. www.indothai.co.in or seek duplicate Postal Ballot Form from Company or Company's Registrar and Transfer Agent Sharepro Services (India) Private Limited, 13 AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072, Maharashtra - India.
5. The voting period ends on close of working hours (i.e. 6:00 p.m) on Thursday, September 25, 2014. The e-voting module shall also be disabled by CDSL for voting thereafter.
6. In case of any query/grievance you may contact to Mr. Kaushal Ameta, M/s Kaushal Ameta & Co., Company Secretaries with respect to the voting by Postal Ballot including voting by electronic means at Email id: 7kaushal@gmail.com or Tel.: 0731-4202337.
7. **The instructions for members for voting electronically are as under:-**

(A) In case of members receiving e-mail:

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

(ii) Click on "Shareholders" tab.

(iii) Now, select the "Indo Thai Securities Limited" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

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

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

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

For Members holding shares in Demat Form and Physical Form	
PAN* (Parmanent Account Number)	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is ADITYA SHARMA with folio number 100 then enter AD00000100 in the PAN field.
DOB (Date of Birth)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter **the number of shares held by you as on the cut off date in the Dividend Bank details field.**

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

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

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

(xi) Click on the EVSN for the relevant <Company Name> 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https:// www.evotingindia.co.in and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy :

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

8. The voting period begins on Tuesday, August 26, 2014, 10.00 A.M. and ends on Thursday, September 25, 2014, 6.00 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 of Friday, August 08, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
9. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 1

In terms of resolution passed through postal ballot notice dated 09.11.2012, Company has changed its object of the Issue for utilization of the Initial Public Offering (IPO) proceeds, wherein it was passed and approved for Investment of Rs. 79787000/- (Rupees Seven Crores Ninety Seven Lacs and Eighty Seven Thousands only) 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.

In this connection, a new Company M/s Indo Thai Realties Limited (ITRL) was incorporated on 01.03.2013 with the objects cited below in table, as Wholly Owned Subsidiary Company; and Indo Thai Securities Limited made initial Investment of Rs. 7,97,87,000/- (Rupees Seven Crores Ninety Seven Lacs and Eighty Seven Thousands only) by way of subscription to the Memorandum of Association of Company and become Holding Company of ITRL.

Board of Indo Thai Realties Limited, informed the Company that ITRL in not running with its full swing, because of there is some restriction to use its fund by commencing or engaging into acquiring land or building or other immovable properties whether on ownership basis or on lease basis or acquiring land or building properties or office space for the purpose of business and/or for the use or purpose of company's holding company. Due to this limitation Company is bound to refrain itself from good financial opportunities which comes during the course of normal real estate business. Hence, it would be beneficial for the Company and its holding company if such stipulation shall be removed or some relaxation be given.

Now, for the benefit of the Company and its Wholly Owned Subsidiary Company Indo Thai Realties Limited, the Board of Directors of the Company proposed to make changes in Purpose of the Initial Public Offering cited under Sr. No. 8 to the Postal Ballot Notice dated 09.11.2012 by redefining in the following manner :

Purpose cited in Postal Ballot Notice dated 09.11.2012 in Sr. No. 8	**Redefined Purpose**
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	Investment in Wholly Owned Subsidiary Company(ies) for achievement of the main object of the company for which it is formed. The main object of Indo Thai Realities Limited: "To purchase any movable or immovable property including industrial, commercial, residential, farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, and to carry on the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots, sheds, roads, bridges, channels, culverts and to act as designers, contractors, sub-contractors for all types of constructions and developments work for private sector, government departments, semi government departments to develop the sites, lands and plots and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise all types of land and properties of any tenure or any interest in the same or to erect and construct houses, building, multi-stories, hotels, motels, resorts, flats, bungalows, chawls, factories, shops, malls, offices, garages, warehouses, workshops, hospitals, nursing homes, clinics, swimming pools, markets, halls, theatres, palaces etc and other works, structures, and conveniences of all kinds for residential, commercial, public or industrial purposes or work for every descriptions on any land of the company or upon other land or property and by leasing/sub-leasing, letting/ sub-letting (on building agreement or otherwise), selling (by installments or otherwise) and otherwise disposing of the same to carry on the business of promoters, builders, developers, constructors and contractors to pull down re-build, enlarge, alter, improve, existing houses, buildings, or work thereon and to purchasing and selling of houses and plots free hold or other house property, building, or lands or interest, household articles and other products of other companies in the installments, network scheme or otherwise. To commence or engage into acquiring land or building or other immovable properties whether on ownership basis or on lease basis or acquiring land or building properties or office space for the purpose of business and/or for the use or purpose of company's holding company; And to enter into an agreement with any natural or artificial person including company's holding company to acquire/give any property or land in part or full for developing by own/its/his funds, and to realize any cost, revenue, share or amount of developed area in any ratio or division, and use or dispose-off such realized share/amount for itself or Company's holding Company or in any manner in the best interest of the company."

Under aforesaid redefined purpose ITRL will not be restricted to do business only for its holding company, but also it can do business for own interest and it will get liberty to use its funds not only for holding company purpose but also in the better opportunities in the best interest of the Company.

By redefining aforesaid purpose of IPO, not only the Indo Thai Realties Limited will get financial benefit, but also its Holding Company Indo Thai Securities Limited will get indirect benefit from financial benefit get by Indo Thai Realties Limited. Resulting that consolidated financial statements will reflect the sound financial position of the Company.

Pursuant to the provisions of Section 27 of the Companies Act 2013 (Corresponding Section 61 of the Companies Act, 1956) (Which shall include any statutory modification and re-enactment thereof), a Company can vary the terms referred to in the Prospectus only with approval of Members. According, the consent of shareholders of the Company is being sought. The Board of Directors of your Company recommends passing Special Resolution as set out at Item No. 1 of the accompanying Postal Ballot Notice for your approval and it would be in the best interest of the Company.

As per Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

None of the Directors, Key Managerial Personnels or Relatives thereof, of the Company is interested in the resolution, except to the extent of their respective shareholdings in the Company.

ITEM NO. 2

Your Company desires to establish its Registered & Corporate Office at the prime location of Indore city and in this connection Company has approached to various Builders and Property Brokers to take property for such purpose. After considering specifications of property/rates/rental/lease amount mentioned in received quotations, it would be in better interest of the company that Company do book / reserve its proposed office space in a under construct building on rental/lease basis. The advantage of acquiring office space in a under construct building would be that the Company can easily structure/design/interior of its proposed Office Space as per needs and requirements of the Company.

Further, two Firms M/s Balmukund Ramkishan Bang and M/s Sun Decor World, which falls under related party as per Section 2(76) of the Companies Act 2013, has Plot Nos. 169A, 170 and 171 in Scheme No. 54, PU-4, Indore and construction of Building is under process on such plots. In both the firms M/s Dhanpal Doshi (HUF) and Mrs. Varsha Doshi are partners. Due to that reason Mr. Dhanpal Doshi who is Karta of M/s Dhanpal Doshi HUF, Mr. Parasmal Doshi who is spouse of Mrs. Varsha Doshi and also brother of Mr. Dhanpal Doshi is supposed to be interested in any agreement or arrangement or contract to be made in respect of such property.

Sr. No.	Name of Related Party	Name of Director or KMPs who is related	Nature of Relationship	Nature, Material Terms, Monitory Value & Particulars of Contract/ Arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
1. 2.	**M/s Sun Decor World** (A Partnership Firm) Partners • M/s Dhanpal Doshi (HUF) • Mrs. Varsha Doshi **M/s Balmukund Ramkishan Bang** (A Partnership Firm) Partners • M/s Dhanpal Doshi (HUF) • Mrs. Varsha Doshi	1. Mr. Dhapal Doshi 2. Mr. Parasmal Doshi	Managing Director Mr. Dhanpal Doshi is acting as Karta in M/s Dhanpal Doshi (HUF) who is a partner in both firms. Mr. Parasmal Doshi, Whole Time Director cum Chief Executive Officer is spouse of Mrs. Varsha Doshi who is a partner in both firms. Mr. Parasmal Doshi is also brother of Mr. Dhanpal Doshi.	**Nature of Transaction :** Acquiring Office Space on Lease basis from both Firms **Material Terms :** • Specification of Property to be taken on Lease 1. Acquiring Office Space on lease in Building on 2nd floor measuring super builtup area of 1476 Sq. Ft. at a rate of Rs. 32 per Sq. Ft. for each month which is located at plot no. 169A, PU-4, Scheme No. 54, Indore, registered in the name of M/s Sun Decor World. 2. Acquiring Office Space on lease in Building on 2nd floor measuring super builtup area of 1476 Sq. Ft. at a rate of Rs. 32 per Sq. Ft. for each month which is located at plot no. 170, PU-4, Scheme No. 54, Indore, registered in the name of M/s Balmukund Ramkishan Bang. 3. Acquiring Office Space on lease in Building on 2nd floor measuring super builtup area of 1476 Sq. Ft. at a rate of Rs. 32 per Sq. Ft. for each month which is located at plot no. 171, PU-4, Scheme No. 54, Indore, registered in the name of M/s Balmukund Ramkishan Bang. • Period of Leasing : 9 Years 9 Months commencing from 01.10.2014 • Advance/Deposit : Advance of Rs. 5 Lacs and Rs. 10 Lacs to be paid to M/s Sun Decor World and M/s Balmukund Ramkishan Bang respectively • Other Terms and Condition as specified in the Agreement/MOU to be executed between Lessor & Lessee	Board is proposing this matter for approval of Shareholder after making proper evaluation of prevailing market rates of area where office space is proposed to be situated.

In this connection a Resolution was passed in the Board Meeting held on August 11, 2012 wherein authority was given for taking property on rent upto Rs. 2.50 Lacs per month in a under construction building and for execution of Memorandum of Understanding (MOU) initially and Rent Agreement at the time of completion of basic construction. The Company has received intimation letters from both the partnership firms about completion of basic construction of building. As per MOU executed between both the firms and company, Company has to pay rent and deposit amount to the tenant of property. But in accordance with provision of Section 188 of the Companies Act 2013, consent of members by way of a Special Resolution is required for entering into any transactions with related parties. The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out at item No. 2 in the accompanying Notice as special resolution.

As per Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

None of the Directors/Key Managerial Personnel of the Company/their relatives is/are concerned or interested, financially or otherwise, in the said resolution set out at item no. 2 of the notice except their respective shareholdings in the Company and Directorship of Mr. Dhanpal Doshi & Mr. Parasmal Doshi in the Company.

ITEM NO.3

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, prior approval by means of passing a special resolution is necessary under Section 186 of the Companies Act, 2013.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its holding/ subsidiaries/associate companies/other bodies corporate or persons and would, therefore, be required to provide financial support by way of loan(s)/ and/or guarantee(s) and/or security(ies)/investment in securities of any other person/holding/subsidiaries/associate companies/other bodies corporate or otherwise; in order to achieve greater financial flexibility and to enable optimal financial structuring this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities ['Securities' means securities defined under Section 2(h) of Securities Contracts (Regulation) Act 1956, and Currency Derivatives contracts] of any other body corporate upto the extent of sum of Networth of the Company and borrowed money at any point of time.

The source of funds for making these investments would be met from borrowings/surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

Hence, the Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

By Order of the Board
Indo Thai Securities Limited
Sd/-
Anurag Kumar Saxena
(Company Secretary)

Place: Indore
Dated: August 09, 2014

Registered Office :
16, 4th Floor, Dawa Bazar, R.N.T. Marg, Indore - 452001, Madhya Pradesh
CIN : L67120MP1995PLC008959
• Website: www.indothai.co.in • Email : indothaigroup@indothai.co.in • Tel.:0731-2705420-22 • Fax: 0731-2705423

INDO THAI SECURITIES LTD. INDORE

C/n/vely-Ad.

CALENDAR OF EVENTS FOR POSTAL BALLOT

S. 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
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

INDO THAI SECURITIES LTD. INDORE

Indo Thai Securities Limited
Reg Off: 16, 4th Floor, Dawa Bazar, R.N.T Marg, Indore-452001 (M.P.)
CIN : L67120MP1995PLC008959; Ph : 0731-2705420-22, Fax : 0731-2705423
Website : www.indothai.co.in; Email : indothaigroup@indothai.co.in

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No. :

1. Name(s) of the Member(s) including joint Holder(s) :
   If Any (IN BLOCK LETTERS)

2. Registered Address of the Sole/
   First Member :

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

4. Number of Share(s) held :

I/ We hereby exercise my/our vote in respect of the Special Resolutions set out in the Notice dated 9th August 2014 as proposed to be passed through Postal Ballot for the business stated in Item Nos. 1 to 3, by sending my/ our assent or dissent to the said resolution(s) by placing (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1	Authority to extend the objects of M/s Indo Thai Realties Limited a Wholly Owned Subsidiary Company of Indo Thai Securities Limited			
2	Transactions with related parties under Section 188 of the Companies Act, 2013			
3	Authorization for loans / guarantee / security / acquiring securities / investments by the Company under Section 186 of the Companies Act, 2013			

Place :
Date :

Signature of The Member

ELECTORNIC VOTING PARTICULARS

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD

Notes:

- Please read the instructions printed overleaf carefully, before exercising your vote
- Last date for receipt of Postal Ballot Forms by Scrutinizers : 6.00 PM on Thursday, 25th September 2014

INDO THAI SECURITIES LTD. INDORE

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Postage will be borne by the Company. However, envelopes containing Postal Ballot Form if sent by courier/registered post/ speed post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company in respect of shares held in the physical form or dematerialized form, respectively.
4. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for each of the Resolution, as the case may be, before mailing the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 PM on Thursday, 25th September 2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
6. A shareholder may request for the duplicate Postal Ballot Form, if so required. However the duly filled in duplicated form should reach Scrutinizer not later than 6.00 PM on Thursday, 25th September 2014.
7. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 08th August 2014.
8. In case of shares held by companies, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
9. Members are requested not to send any paper (other than the resolution / authority) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
10. The exercise of vote by Postal Ballot is not permitted through proxy.
11. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
12. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
13. Members from whom Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
14. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
15. The result of the voting on the resolution will be declared at the Registered Office of the Company on Saturday, September 27, 2014. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website www.indothai.co.in and will be published in newspapers & notice board.
16. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
17. Votes will considered invalid on the following grounds:
    - If the member's signature does not tally.
    - If the Member has marked all his shares both in favour and also against the resolution.
    - If the Postal Ballot Form is unsigned.
    - If the Ballot paper is received turned or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the vote is in favour or against or if the signature could not be tallied with records or one or more of the above ones.
18. Address for Correspondence for any query in relation to the resolutions proposed to be passed by Postal Ballot:
    - Name : Mr. Anurag Kumar Saxena (Company Secretary)
    - Address : 16, 4th Floor, Dawa Bazar, R.N.T Marg, Indore 452 001
    - Tel No : +91 - 731 - 4255813
    - Fax No : +91 - 731 - 4255805
    - Email : compliance@indothai.co.in

INDO THAI SECURITIES LTD. INDORE

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, 4th Floor, Dawa Bazar
R.N.T. Marg Idore (MP)

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

Dear Sir,,

With Reference to your letter dated 31st July, 2014, I have learnt that your Company in process of passing of Resolution by Postal Ballot u/s 110of 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

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, 4TH FLOOR, DAWA BAZAR, R.N.T. MARG, INDORE (M.P.) ON THE SATURDAY, 9TH 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 Realties 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 FURHER 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,

INDO THAI SECURITIES LTD. INDORE

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 08th 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//

INDO THAI SECURITIES LTD. INDORE

For Indo Thai Securities Limited,

Parasmal Doshi
(Whole-time Direct
DIN : 0005

For Indo Thai Securities Limited,

Dhanpal Doshi
(Managing Director
DIN : 00700492