

HELD AT ON TIME

MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
M/S INDO THAI SECURITIES LIMITED HELD ON FRIDAY, SEPTEMBER 27,
2013 AT 11.00 A.M. AT HOTEL SAROVAR PORTICO, TREASURE ISLAND, 11,
SOUTH TUKOGANJ, M. G. ROAD, INDORE (M.P.)

☐ PRESENT:

- Mr. Parasmal Doshi (Chairman)
- Mr. Dhanpal Doshi (Managing Director)
- Mr. Rajendra Bandi (Whole-time Director)
- Mr. Om Prakash Gauba (Director & Chairman of Audit Committee)
- Mr. Sunil Kumar Soni (Director)
- Mr. Sukrati Ranjan Solanki (Director)

- Mr. Anurag Kumar Saxena (Company Secretary)

- Mr. Amit Singhvi (Partner-M/s S. Ramanand Aiyar & Co.)
Statutory Auditors

26 Members (including 1 Corporate Member) were present in person and 7 Members through their Proxies.

☐ CHAIRMAN:

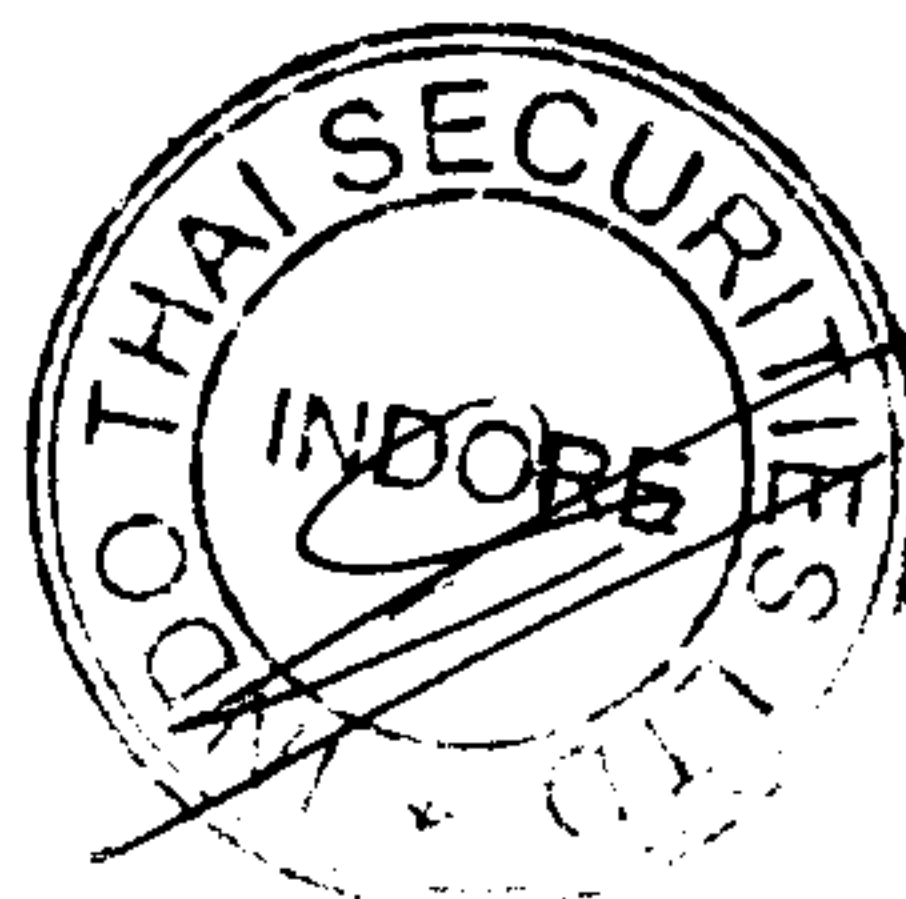
Mr. Parasmal Doshi took the chair and formally extended a very warm welcome to shareholders at the 19th Annual General Meeting of the Company.

☐ QUORUM:

The Chairman declared that requisite quorum was present and called the meeting in the order and open for proceeding.

CHAIRMAN'S
INITIALS

[Signature]



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☐ THE NOTICE:

With the permission Members, the notice convening 19th Annual General Meeting was taken as read.

☐ THE DIRECTORS' REPORT, BALANCE SHEET, PROFIT & LOSS, CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2013:

With the permission of Members, the Directors' Report, Balance Sheet, Profit & Loss, Cash Flow Statement for the year ended on 31st March, 2013 were taken as read.

☐ AUDITORS' REPORT:

With the permission of the Chairman, the Company Secretary read out the Auditors' Report to the Members of the Company for the year ended 31st March, 2013.

☐ CHAIRMAN'S SPEECH:

The Chairman addressed the members and briefed about the performance of the Company during the last fiscal year.

Thereafter, Chairman move up to the Businesses of the Meeting as per Agenda Items of the Notice and following businesses were transected as Ordinary Businesses and passed the resolutions:

CHAIRMAN'S
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ITEM NO. 1

- ☐ **CONSIDERING AND ADOPTION THE AUDITED BALANCE SHEET AS AT MARCH 31, 2013, THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

The Chairman took the matter for members' approval to consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon:

Mr. Vipin Bandi proposed following resolution to be passed as an ordinary resolution which was seconded by Mr. Anil Mandawat.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2013, the Profit & Loss Account all annexure thereto for the year ended on that date and Report of the Auditors' and the Directors' and also placed before the meeting, be and are hereby considered, approved and adopted."

The Chairman put the motion for voting and through show of hands the resolution was carried with majority.

ITEM NO. 2

- ☐ **RE-APPOINTMENT OF MR. OM PRAKASH GAUBA, DIRECTOR LIABLE TO RETIRE BY ROTATION:**

The Chairman took the matter for members' approval to appoint a director in place of Mr. Om Prakash Gauba who retires by rotation and being eligible, offers himself for re-appointment:

CHAIRMAN'S
INITIALS

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The following resolution was proposed by Mr. Lalchand Bandi as an ordinary resolution which was seconded by Mr. Sharad Mundra.

"RESOLVED THAT Mr. Om Prakash Gauba, Director of the Company, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a director of the Company liable to retire by rotation."

The Chairman put the motion for voting and through show of hands the resolution was carried with majority.

ITEM NO. 3

☐ RE-APPOINTMENT OF MR. SUNIL KUMAR SONI, DIRECTOR LIABLE TO RETIRE BY ROTATION:

The Chairman took the matter for members' approval to appoint a director in place of Mr. Sunil Kumar Soni who retires by rotation and being eligible, offers himself for re-appointment:

The following resolution was proposed by Mr. Nishit Doshi as an ordinary resolution which was seconded by Mr. Piyush Khasgiwala.

"RESOLVED THAT Mr. Sunil Kumar Soni, Director of the Company, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a director of the Company liable to retire by rotation."

The Chairman put the motion for voting and through show of hands the resolution was carried with majority.

CHAIRMAN'S
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[Signature]

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ITEM NO. 4**☐ APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION:**

The Chairman took the matter for members' approval to appoint Auditors and fix their remuneration.

The following resolution was proposed by Mr. Praveen Bandi as an ordinary resolution which was seconded by Mr. Vasant Govindrao Pande.

"RESOLVED THAT M/s S. Ramanand Aiyar & Company, Chartered Accountants, the retiring auditors, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by Board of Directors / Audit Committee of the Board."

The Chairman put the motion for voting and through show of hands the resolution was carried with majority.

Afterward all the Ordinary Business discussed, The Chairman move up to Item No. 5 & 6 of the Notice of the Meeting as Special Businesses and following resolutions were passed:

ITEM NO. 5**☐ APPOINTMENT OF MR. SUKRATI RANKJAN SOLANKI AS DIRECTOR
LIBLE TO RETIRE BY ROTATION:**

The Chairman took the matter for members' approval to appoint Mr. Sukrati Ranjan Solanki as Director liable to retire by rotation:

CHAIRMAN'S INITIALS



HELD AT ON TIME

Mr. Anil Mandawat proposed following resolution to be passed as an Ordinary Resolution which was seconded by Mr. Vasant Govindrao Pande.

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 1956, Mr. Sukrati Ranjan Solanki who was appointed as an Additional Director (Non Executive Independent) in the meeting of the Board of Directors held on 06.05.2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

The Chairman put the motion for voting and through show of hands the resolution was carried with majority.

ITEM NO. 6

☐ SURRENDER OF MEMBERSHIP OF UNITED STOCK EXCHANGE OF INDIA LIMITED:

The Chairman took the matter for members' approval to surrender the Trading Membership of the United Stock Exchange of India Ltd. (USE):

Mr. Praveen Bandi proposed following resolution to be passed as an Ordinary Resolution which was seconded by Mr. Sharad Mundra.

CHAIRMAN'S
INITIALS

[Signature]

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"RESOLVED THAT the Company do surrender the Trading Membership of the United Stock Exchange of India Ltd. (USE) and make necessary application and give undertakings and such other documents as may be necessary for effecting the surrender of Trading membership of USE.

RESOLVED FURTHER THAT Mr. Dhanpal Doshi (Managing Director) and Mr. Parasmal Doshi (Whole Time Director) and Mr. Rajendra Bandi (Whole Time Director) of the company be and are hereby authorized to sign jointly or severally all the necessary applications, undertakings and such other documents as may be necessary for surrendering the Trading Membership of USE."

The Chairman put the motion for voting and through show of hands the resolution was carried with majority.

☐ **Vote of Thanks**

All business cited in notice has been discussed and there being no other business to be transacted in the meeting, the meeting concluded with vote of thanks to the Chair and Shareholders for their active participation in the Annual General Meeting.

Place : Indore

Date : 07/10/2013


Chairman



CHAIRMAN'S
INITIALS