

CS/QCR-Q4(2015-16)

Date : April 12, 2016

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| To, The Listing Department BSE Limited Department of Corporate Affairs Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 | 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/Madam

**Subject : Submission of Compliance Report on Corporate Governance
for quarter ended on 31st March, 2016**

Reference : Scrip Code-INDOTHAI; Scrip Id- 533676; ISIN-INE337M01013

With reference to above cited subject and in terms of Listing Agreement and also under the Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are submitting herewith Compliance Report on Corporate Governance as Annexure-I & Annexure-II as prescribed under SEBI circular vide no. CIR/CFD/CMD/5/2015 dated September 24, 2015.

You are requested to please find the same and take in your records.

Thanking you,

Yours truly,

For Indo Thai Securities Limited


Anurag Kumar Saxena

(Company Secretary cum Compliance Officer)



ANNEXURE I

Compliance Report on Corporate Governance

- 1 Name of Listed Entity Indo Thai Securities Limited
2 Quarter ending 31-March-2016

I. Composition of Board of Directors

| Title (Mr. / Ms). | Name of the Director | PANS & DIN | Category (Chairperson/ Executive/ Non- Executive/in dependent/N ominee) & | Date of Appointment in the current term / cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-------------------------|--------------------------------|--------------------------------|---|--|------------------------|--|---|---|
| Mr. | Dhanpal Doshi | PAN:ABZPD4781D DIN:00700492 | Executive Director | 19/01/1995 | N.A. | 1 | 0 | 0 |
| Mr. | Parasmal Doshi | PAN:AERPD3255P DIN:00051460 | Chairperson - Executive Director | 01/10/2010 | N.A. | 1 | 2 | 0 |
| Mr. | Rajendra Bandi | PAN:ACIPB4006F DIN:00051441 | Executive Director | 19/01/1995 | N.A. | 1 | 0 | 0 |
| Mr. | Sunil Kumar Soni | PAN:AFEPS1652K DIN:00508423 | Non- Executive - Independent Director | 20\09\2014 [Please Refer Note-1] | 18 Months & 10 Days | 1 | 2 | 0 |
| Mr. | Om Prakash Gaubha | PAN:ABTPG7066N DIN:00059231 | Non- Executive - Independent Director | 20\09\2014 [Please Refer Note-1] | 18 Months & 10 Days | 1 | 2 | 1 |
| Mr. | Sukrati Ranjan Solanki | PAN:AXDPS0227M DIN:05230304 | Non- Executive - Independent Director | 20\09\2014 [Please Refer Note-1] | 18 Months & 10 Days | 1 | 2 | 1 |
| Mrs. | Shobha Santosh Choudhary | PAN:AAZPC0060H DIN:06934418 | Non- Executive - Independent Director | 20\09\2014 [Please Refer Note-1] | 18 Months & 10 Days | 1 | 2 | 0 |

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ |
|---|------------------------------|---|
| 1. Audit Committee | Mr. Om Prakash Gauba | Chairperson - Non-Executive - Independent Director |
| | Mr. Sunil Kumar Soni | Non-Executive - Independent Director |
| | Mr. Sukrati Ranjan Solanki | Non-Executive - Independent Director |
| | Mr. Shobha Santosh Choudhary | Non-Executive - Independent Director |
| | Mr. Parasmal Doshi | Executive Director |
| 2. Nomination & Remuneration Committee | Mr. Sunil Kumar Soni | Chairperson - Non-Executive - Independent Director |
| | Mr. Om Prakash Gauba | Non-Executive - Independent Director |
| | Mr. Sukrati Ranjan Solanki | Non-Executive - Independent Director |
| | Mr. Shobha Santosh Choudhary | Non-Executive - Independent Director |
| 3. Risk Management Committee* (if applicable) [Please Refer Note-2] | Mr. Parasmal Doshi | Chairperson & Executive Director |
| | Mr. Dhanpal Doshi | Executive Director |
| | Mr. Om Prakash Gauba | Non-Executive - Independent Director |
| | Mr. Deepak Sharma | Chief Financial Officer |
| 4. Stakeholders Relationship Committee ⁷ | Mr. Sukrati Ranjan Solanki | Chairperson & Non-Executive & Independent |
| | Mr. Om Prakash Gauba | Non-Executive & Independent |
| | Mr. Sunil Kumar Soni | Non-Executive & Independent |
| | Mr. Shobha Santosh Choudhary | Non-Executive & Independent |
| | Mr. Parasmal Doshi | Executive |

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 07/11/2015 | 06/02/2016 | 90 |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| 06/02/2016 | Yes | 07/11/2015 | 90 |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) refer note below |
|---|--|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have | Yes |

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.



VI. Affirmations

| | | |
|---|---|---------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 | |
| | a. Audit Committee | Yes |
| | b. Nomination & remuneration committee | Yes |
| | c. Stakeholders relationship committee | Yes |
| | d. Risk management Committee (<i>applicable to the top 100 listed entities</i>) | Yes [Please Refer Note-2] |
| 3 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 4 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 5 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: | Yes |

Note-1 : *The Directors, Mr. Sunil Kumar Soni, Mr. Om Prakash Gauba, Mr. Sukrati Ranjan Solanki were appointed w.e.f. 28/03/2002, 29/01/2005 & 06.05.2013 respectively, but date for appointment made in terms of Companies Act 2013 and Rules 2014 made thereunder was considered, when they were appointed as Independent Directors for a term of 5 years instead of actual date of appointment under Companies Act 1956 where previous appointment was made.*

Note-2 : *Risk Management Committee was constituted on 10.11.2014 although our Company, Indo Thai Securities Limited is not falls under Top 100 Listed Entities.*

For Indo Thai securities Limited

Name : Anurag Kumar Saxena
Designation : Company Secretary



Date : 12/04/2016
Place : Indore

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Annexure II

| Submitted by Indo Thai Securities Limited at the end of the financial year 2015-16 (for the whole of financial year) | |
|---|---|
| I. Disclosure on website in terms of Listing Regulations | |
| Item | Compliance status (Yes/No/NA) refer note below |
| Details of business | Yes |
| Terms and conditions of appointment of independent directors | Yes |
| Composition of various committees of board of directors | Yes |
| Code of conduct of board of directors and senior management personnel | Yes |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes |
| Criteria of making payments to non-executive directors | Yes |
| Policy on dealing with related party transactions | Yes |
| Policy for determining 'material' subsidiaries | Yes |
| Details of familiarization programmes imparted to independent directors | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes |
| email address for grievance redressal and other relevant details | Yes |
| Financial results | Yes |
| Shareholding pattern | Yes |
| Details of agreements entered into with the media companies and/or their associates | NA |
| New name and the old name of the listed entity | NA |

| II Annual Affirmations | | |
|---|--------------------------|---|
| Particulars | Regulation Number | Compliance status (Yes/No/NA)refer |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |



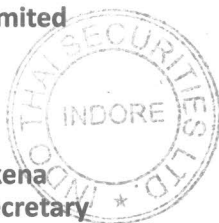
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|---|-------------------------|-----|
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee (See Note-1) | 21(1),(2),(3),(4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

Note 1 : Risk Management Committee was constituted on 10.11.2014 although our Company, Indo Thai Securities Limited is not falls under Top 100 Listed Entities.

III Affirmations:

The Listed Entity (i.e. Indo Thai Securities Limited) has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity (i.e. Indo Thai Securities Limited) have been complied.

For Indo Thai securities Limited

Name : Anurag Kumar Saxena
Designation : Company Secretary

Date : 12/04/2016

Place : Indore